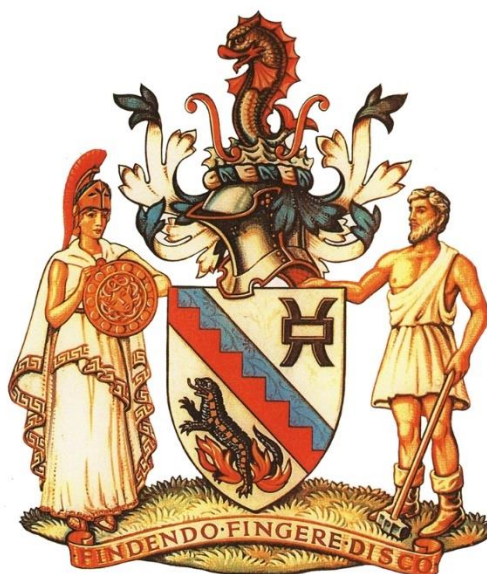


2 October 2024



THE ARMORIAL BEARINGS OF
THE INSTITUTION OF CHEMICAL ENGINEERS

COLLEGE OF ARMS
LONDON 1964

Royal Charter & By-laws

**Institution of Chemical Engineers
Davis Building
165-189 Railway Terrace
Rugby CV21 3HQ
Tel: ++44 (0)1788 578214**

ROYAL CHARTER

Granted on the 8th day of April 1957 and revised and approved:

12 November 1971
19 December 1996
18 July 2001
27 July 2004
15 October 2009
27 June 2018
8 October 2019
21 July 2021
2 October 2024

Charles the Third by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith.

To all to whom these Presents shall come, Greeting!

Whereas the Association or Institution incorporated under the Companies Acts, 1908 to 1917, and known as The Institution of Chemical Engineers hath petitioned Us for a Charter of Incorporation; and

Whereas we are minded to comply with the prayer of such Petition now, therefore, We by virtue of Our Royal Prerogative in that behalf, and of all other powers enabling Us so to do, of Our especial Grace, certain knowledge and mere motion have willed, granted, directed, appointed and declared and Do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows:

Incorporation

1. The persons who are now the Voting Members of the Company and all such persons as may hereafter pursuant to this Our Charter and the By-laws become Voting members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name of "The Institution of Chemical Engineers" and by the same name shall have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

Objects

2. The Institution is constituted to sustainably benefit the global community by advancing the art, science, application, and professional practice of chemical engineering in all its branches.

Powers

3. In furtherance of the objects and purposes, but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects, the Institution shall, subject to this Charter and the By-laws have the following powers:

- 3.1 To publish statements in the public interest for the education or information of the general public on matters involving the science or application of chemical engineering.
- 3.2 To adopt any lawful means conducive to the maintenance of a high standard of professional conduct amongst the members of the Institution.
- 3.3 To hold or prescribe examinations or other assessments for candidates for election to membership in such classes as set out in the By-laws and to require standards of knowledge and experience approved by the Institution.
- 3.4 To maintain, under licence from the Engineering Council or the Science Council,

or any other successor organisations, or any other appropriate organisations, such Register, or parts thereof, as refer to relevant Chartered Practitioner status or to relevant Technician or other status.

- 3.5 To hold meetings of the Institution for reading and discussing papers and communications bearing upon the science of chemical engineering or the application thereof or upon subjects relating thereto and generally to advance knowledge of chemical engineering.
- 3.6 To print, publish, sell, lend or distribute the proceedings or the reports of the Institution or any papers, communications, works or treatises on chemical engineering or its application or subjects connected therewith in the English or any foreign tongue or any abstracts thereof or extracts therefrom.
- 3.7 To co-operate with Government Departments, Universities, other Educational Institutions and public educational authorities for the furtherance of knowledge of and education in chemical engineering, science or practice.
- 3.8 To co-operate with any other organisations to advance the cause of chemical engineering or for economic purposes related thereto.
- 3.9 To do all other things incidental or conducive to the attainment of the above Objects or any of them.

4. We do also hereby for Us, Our Heirs and Successors:

- 4.1 license, authorise and for ever hereafter enable the Institution or any person or persons on its behalf to acquire for the purposes of the Institution any lands, tenements or hereditaments or any interest in any lands, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents, if any, as may from time to time be by law required) to grant, demise, alienate or otherwise dispose of the same or any part thereof; and
- 4.2. give and grant Our Licence to any person or persons and any Body Politic or Corporate to assure in perpetuity or otherwise or to demise or devise to or for the benefit of the Institution any lands, tenements or hereditaments whatsoever or any interest in any lands, tenements or hereditaments within Our United Kingdom of Great Britain and Northern Ireland.

5. The income and property of the Institution shall be applied solely towards the promotion of the Objects of the Institution as defined in this Royal Charter. The Institution shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of its members.

6. The members of the Institution shall not as such have any personal claim on any property of the Institution and no part of the income or property of the Institution shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institution or to any of them. Provided that nothing herein shall prevent the Institution in good faith:

- 6.1 reasonably and properly remunerating any member of the Institution as an officer, official or employee of the Institution (but so that no members of the Board of Trustees shall be paid any remuneration for their services and any related products as members of the Board of Trustees) or any such members in return for any services actually rendered to the Institution otherwise than as an officer, official or employee; or
- 6.2 paying interest at a rate not exceeding 5 per cent per annum on money lent to the Institution by any such member or reasonable and proper rent for premises demised or let by any such member to the Institution; or
- 6.3 giving to any such member any prize, scholarship or other reward or recognition in respect of any exhibition, competition or examination held or promoted by the Institution

- 6.4 or to the cost of which the Institution may have subscribed; or gratuitously distributing among or selling at a discount to members of the Institution any products or services of the Institution relating to its Objects; or
- 6.5 giving to any such member any privileges in using the premises occupied by the Institution and in attending the meetings or symposia of the Institution or any Branch or Section thereof and any lectures, conferences, exhibitions and the like held or organised by the Institution; and the Institution shall have power to make all such payments, gifts, distributions and sales as aforesaid; or
- 6.6 paying premiums for the provision of indemnity insurance to cover the liability of the members of the Board of Trustees and such other persons as set out in the Institution By-laws and Regulations.

7. The Institution may invest the funds of the Institution, including the variation or transposition of such investments, not immediately required for its purposes in accordance with its By-laws.

Governance

8. The affairs of the Institution shall be governed and controlled by a Board of Trustees subject to this Our Charter and the Institution's By-laws and Regulations. The composition and constitution of the Board of Trustees shall be as prescribed in the By-laws and Regulations.

9. The Institution shall have such officers with such functions, tenure, and terms of office as the By-laws shall prescribe.

10. The Board of Trustees shall conduct its business subject to this Our Charter and the By-laws and Regulations as the Board of Trustees may from time to time determine.

11. The Institution shall have such officials with such functions, tenure and terms of office as the By-laws of the Institution may from time to time prescribe and as the Board of Trustees may from time to time appoint.

Congress

12. There shall be a Congress which may advise the Board on any such matters that are of interest to the Institution and shall have such other rights, duties and responsibilities as are prescribed in this Our Charter, By-laws and Regulations of the Institution. The Congress shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and shall hold Office for such period and on such terms as to re-election and otherwise as the Regulations prescribe.

Membership

13. The classes of members of the Institution shall be set out in the By-laws. Depending on the voting rights attributed to each class within the By-laws, the classes shall collectively be known as and may each be referred to as either Voting Members or non-Voting Members.

14. The qualifications, method and terms of admission, privileges and obligations, including liability to expulsion or suspension of Voting members and of Non-Voting members shall be set out in the By-laws and Regulations.

15. Members of the Institution who have satisfied the requirements of the Chartered Chemical Engineer Professional Review as set out in the By-Laws and Regulations may, so long as they shall remain members, direct, take and use the style or title of Chartered Chemical Engineer in such manner and upon such conditions as set out in the By-laws and Regulations.

Charter changes

16. The Voting members may revoke, amend or add to the provisions of this Our Charter by a Special Resolution passed at any General Meeting by at least the proportion of Voting Members present and voting specified in the Charities Act 2022, as amended, but no such revocation,

amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

By-law Changes

17. The Voting members may revoke, amend or add to the By-laws for the time being in force by a Special Resolution passed at any General Meeting by at least the proportion of Voting Members present and voting specified in the Charities Act 2022, as amended, but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

Surrender of Charter

18. The Voting members may, by a Special Resolution passed at any General Meeting by at least the proportion of Voting Members present and voting specified in the Charities Act 2022, as amended, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Institution in such manner as shall be determined by such resolution or, in default of such direction, as the court of law shall think expedient having due regard to the liabilities of the Institution for the time being, and if, on the winding up or dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Institution which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Institution by this Our Charter, such association or associations to be determined by the members at or before the time of dissolution.

Conclusion

19. And We do hereby for Us, Our Heirs and successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and judged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institution any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

In Witness whereof We have caused these Our Letters to be made Patent.

Witness Ourself at Westminster the (insert date) of Our Reign

By Warrant UNDER THE KING'S SIGN MANUAL

BY-LAWS
(as amended 2 October 2024)

INTERPRETATION AND SPECIAL PROVISIONS
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1. The meanings of some words and expressions are given in the body of the By-laws. Except in such cases and in cases where the context requires otherwise the following words and expressions used in these By-laws shall have the meanings shown below. Further:

- 1.1 singular expressions shall include the plural, masculine expressions shall include the feminine, and references to persons shall include bodies, and, in each case, vice versa; and
- 1.2 headings in these By-laws are included for convenience only and shall not affect the meaning of these By-laws.

Address – The electronic and postal addresses of a member for the receipt of communications as last notified to the Institution and recorded in the Register. “Address” in relation to electronic communications includes any number or address used for the purpose of such communications.

Assessment – Any form of test, including written or oral examination.

Ballot – A procedure in which Voting Members vote secretly, electronically or by post, for purposes and in any manner set out in these By-laws or the Regulations.

Board - The Board of Trustees, being the governing body of the Institution.

Charter - The Royal Charter of the Institution granted on 8 April 1957 to which these By-laws are scheduled as amended from time to time and all revisions for the time being in force.

Chief Executive - The principal executive officer of the Institution, including any deputy or assistant Chief Executive and any person appointed by the Board to perform the duties of the Chief Executive in their absence. The term “Chief Executive” may be varied by the Board for common usage.

Committees of the Board – A committee established by the Board, to which it delegates powers, and which reports directly to the Board.

Communication – Includes, but is not limited to, any message containing information comprising sounds or images or both, or an electronic transfer of funds or similar.

Congress - The committee elected in accordance with the Royal Charter, By-laws and Regulations to advise the Board of Trustees.

Electronic communication/electronically – Information sent between particular parties over a phone line or internet connection; including, but not limited to, telephone calls, faxes, text messages, video messages, emails and internet messaging; excluding generally available information such as the content of web pages or broadcast programming.

Institution - The Institution of Chemical Engineers incorporated by Royal Charter granted on 8 April 1957.

In writing – Text as electronic file or physical copy.

Member in good standing - A member who has complied with their obligations under the Royal Charter, By-laws and Regulations, while not being subject to any form of sanction, suspension or disciplinary censure.

Member (used without qualification) - Except where otherwise expressly mentioned, refers to all those persons of whom the Institution consists for the time being, including all classes of Voting and Non-Voting members; the term ‘membership’ shall be construed accordingly.

Month – A calendar month

Notice - Includes a voting or ballot paper, letter or other communication.

Other Board members – Members of the Board who are not elected to hold office in a named role, such named roles being the President, Deputy President, Immediate Past President, Treasurer, and the three Vice Presidents.

Poll – A form of voting at a meeting of the Institution used as an alternative to a show of hands, by which the votes are capable of being counted accurately and are recorded in writing.

Present – For the purposes of meetings, present physically in person and/or by electronic means in a manner determined by the relevant meeting.

Principal office - The office of the Institution primarily designated as such by the Board for the time being.

Profession/professional – The practice of the art and science of chemical engineering in all or any of its branches / a person who so practices.

Process Safety Register – The Register of engineering practitioners who are suitably qualified in process safety to be kept pursuant to the By-laws.

Register of members - The Register of Institution members to be kept pursuant to the By-laws.

Regulations - The Regulations made from time to time by the Board under the Royal Charter and these By-laws.

Staff – The paid employees of the Institution.

INSTITUTION MEMBERSHIP

Membership Classes

2. Members of the Institution shall consist of persons elected by the Board as either:

2.1 **Fellows**, these being Voting Members; or

2.2 **Chartered Members**, these being Voting Members; or

2.3 **Associate Members**, various grades of which the Board may identify and publish in the Regulations, these being Voting Members; or

2.4 **Affiliate Members**, various grades of which the Board may identify and publish in the Regulations, these being non-Voting Members with the exception of Technician Members who shall be Voting Members; or

2.5 **Honorary Fellows**, these being non-Voting Members with the exception of Honorary Fellows who at the time of their election as such were already Fellows or Chartered Members and who shall continue to be and to enjoy the privileges of a Voting Member but shall not be required to pay any annual or other subscription to the Institution

2.6 **Companions** who shall be limited to those members who were elected or transferred to that class prior to 1 October 1999 and thereafter no person shall be elected or transferred to the class, these being non-Voting Members.

RIGHTS, PRIVILEGES AND OBLIGATIONS OF INSTITUTION MEMBERS

General provisions

3. The rights, privileges and obligations of each member shall be personal and shall not be transferable or transmissible by act of the member or by operation of law; and shall be:
 - 3.1 those assigned to all members; and
 - 3.2 those of the class assigned to that member in the Register of members.
4. Members shall be entitled, subject to these By-laws and the Regulations to:
 - 4.1 receive notice of and attend General Meetings of the Institution as prescribed by these By-laws;
 - 4.2 if they are Voting Members, vote at General Meetings of the Institution as prescribed by these By-laws; and
 - 4.3 such privileges, benefits and services as the Board may from time to time legally and properly accord to the class of members to which they belong.
5. Non-Voting members shall be entitled only to the rights or privileges afforded by these By-laws and the Regulations and with respect only to the specific class of membership of the Institution to which they belong.

Member Conduct

6. All members shall comply with the provisions of the Royal Charter, By-laws and Regulations relating to their standing within the Institution.
7. All members shall be obliged to further to the best of their ability and judgement the objects, purposes, interests and influence of the Institution.
8. All members of whatever class of membership shall comply with the provisions of the Royal Charter, By-laws, and Regulations relating to their standing within the Institution and shall:
 - 8.1 further to the best of their ability and judgement the objects, purposes, interests, and influence of the Institution; and
 - 8.2 conduct themselves in a manner that upholds the standing and reputation of the Institution; and
 - 8.3 comply with the Code of Professional Conduct as published in the Regulations from time to time.

Abbreviated Titles or Descriptions

9. Members of the Institution may:
 - 9.1 use the title of the class of membership to which they belong, or the respective abbreviation as set out below, and shall not use any other title or abbreviation to describe their membership of the Institution.
 - 9.1.1 Honorary Fellows may use the abbreviation HonFIChemE.
 - 9.1.2 Fellows may use the abbreviation FIChemE
 - 9.1.3 Chartered Members may use the abbreviation MIChemE

9.1.4 Associate Members may use the abbreviation AMIChemE

9.1.5 Affiliate Members may, where appropriate, use the abbreviation appropriate to their class of membership as set out in the Regulations.

9.2 describe themselves as 'Chartered Chemical Engineer' provided that they have satisfied the requirements of the Chartered Chemical Engineer Professional Review, as prescribed by the Board from time to time, and who are Fellows or Chartered Members, or Honorary Fellows who at the time of their election as such were already Fellows or Chartered Members. Where entitled, members using the description Chartered Chemical Engineer and also the abbreviated title of their class of membership they shall place the description after the abbreviated title.

10. A member practising

10.1 under the title of or as an officer or employee of a limited company; or

10.2 in partnership with any person who is not a Voting member

shall not use or authorise to be used as descriptive of any such company or partnership any titles or description pursuant to these By-laws.

REGISTERS

Institution Register

11. The Institution shall keep a Register containing the name, the address, the class of membership, and such other relevant information including any registrations of each member of the Institution.

Process Safety Register

12. The Institution may maintain a Process Safety Register of suitably qualified engineering practitioners. Registration shall be open to any member or non-member who satisfies any assessments and any requirements of professional experience and continuing professional development as the Institution in its discretion shall prescribe through its Regulations, and who shall in respect of such registration:

12.1 be entitled to use the descriptor 'Professional Process Safety Engineer' relating to membership of the Process Safety Register subject to By-law 13.4; and

12.2 if they are not an Institution member, be subject to the Institution's Code of Professional Conduct and Disciplinary Regulations in respect of any complaint made about their professional competence in any area covered by this Register; or

12.3 if they are an Institution member, be subject to the Institution's Code of Professional Conduct and Disciplinary Regulations as set out in the Institution's Charter, By-laws and Regulations including in respect of any complaint made about their professional competence in any area covered by the Register.

Third Party Registers

13. The Institution shall have the power to enter into contractual arrangements with other registration bodies to award their relevant practitioner status to any of the Institution's members who shall so qualify, and in respect of which:

13.1 such status shall only be held while the registrant maintains their Institution membership where the registration has been obtained under the Institution's licence, or where the registrant transfers their registration to another registration body of which they are a member, and

- 13.2 where the Institution has entered into such an arrangement, its powers and duties in respect of the arrangement shall be subject to the terms of the licence issued by the registration body concerned, and
- 13.3 any postnominal abbreviations allowed by such a licence shall be placed before the Institution's postnominal abbreviation, and
- 13.4 where a registrant holds more than one practitioner registration, the Institution shall recommend the order of the use of the various postnominal abbreviations and the manner of use of descriptors; and that such recommendations shall be included in the Institution's Regulations.

QUALIFICATIONS FOR MEMBERSHIP

Admission

14. No persons shall be eligible for admission as a member of any class unless they are qualified in the appropriate manner in accordance with these By-laws and the Regulations. Notwithstanding the possession of the qualifications set out in these By-laws and the Regulations the Board shall have the right to refuse any application for membership of any class.

Transference

15. At the discretion of the Board and subject to the provisions of these By-laws and the Regulations members may on application be transferred from one class of member to another subject to proof of qualification for the higher class. Notwithstanding the possession of the qualifications set out in these By-laws and the Regulations the Board shall have the right to refuse any application for transfer to any class.

Eligibility

16. Eligibility for admission or transfer to the classes of membership shall be as set out below and as amplified in the Regulations:

- 16.1. **Honorary Fellows:** a person whom the Institution specially desires to honour.
- 16.2 **Fellows:** a person who satisfies the Board of their sustained achievement and professionalism in areas relevant to the Objects of the Institution allied to significant individual responsibility as set out in the Regulations.
- 16.3 **Chartered Members:** a person who satisfies the Board that they:
- 16.3.1 have demonstrated their competence to meet such further requirements as prescribed by the Regulations; and
 - 16.3.2 meet the training and experience requirements in any manner set out in the Regulations;
- 16.4. **Associate Members:** a person who satisfies the Board that they:
- 16.4.1 have or will have attained the educational outcomes set out in the Regulations; and
 - 16.4.2 hold or intend to hold a position that enables development towards Chartered Membership.
- 16.5 **Affiliates:** a person who satisfies the Board that they:
- 16.5.1 have an interest in chemical engineering; or
 - 16.5.2 are registered for and attending a course of study as set out in the Regulations

Assessment, Training and Experience

17. The Board shall make and publish Regulations governing the requirements relating to, but not limited to:

- 17.1 courses of study and/or assessments; and
- 17.2 training and experience; and
- 17.3 the demonstration of competence; and
- 17.4 the preparation, submission and examination of technical reports.

18. Regulations made in accordance with the provisions of By-law 17 may, without prejudice to the generality of the power:

- 18.1 specify examinations or assessments conducted by any institution; and
- 18.2 empower the Board from time to time to specify such examinations or assessments; and
- 18.3 specify any additional academic requirement; and
- 18.4 empower the Board from time to time to specify such additional requirement.

FEES AND SUBSCRIPTIONS

19. The Institution may charge the fees and subscriptions set out in this By-law at rates determined from time to time by the Board:

- 19.1. application fees on submission of an application for admission or transfer to each class of membership; and
- 19.2. annual subscriptions payable by members for continued membership; and
- 19.3 admission fees for entry to any of its Registers; and
- 19.4 annual registration fees for continued registration on any of its Registers.

20. All annual subscriptions shall be due on the 1st day of January in each year for the year then beginning. The Board may vary the payment frequency to facilitate payment by instalments.

21. All members transferred from one class of membership to another shall normally pay the subscription appropriate to the class to which they are transferred from 1st January following the date of transfer.

22. The Board may in any special case or class of case, including those arising under reciprocal arrangements entered into with kindred bodies, reduce or omit any fee or annual subscription, or any composition for annual subscriptions, or arrears of annual subscription.

23. Subject to such regulations and on payment of such fees as the Board may from time to time prescribe, the Board may issue to members of any class a certificate showing whether they are a Voting or non-Voting Member of the Institution and showing also the class of membership to which they belong. Every such certificate shall remain the property of and shall on demand be returned to the Institution.

24. Members from whom any application fee or other money, except an annual subscription or a sum payable under these By-laws, is due to the Institution but remains unpaid or whose annual subscription for the then current year remains unpaid after the 31st March shall, until they have paid in full such application fee money or annual subscription, not be entitled to:

- 24.1 attend or vote or act as a proxy at any General Meeting of the Institution; nor
- 24.2 receive any notices or any other matter from the Institution to which they would otherwise be entitled; nor
- 24.3 exercise any right of voting or any other right or privilege either of membership or in relation to the Institution to which they would otherwise be entitled.

Admission and Transfer of members

25. The Board shall at such intervals as it decides consider applications and subject to the qualification requirements of these By-laws and Regulations, and at its discretion, may approve applicants for:

- 25.1. admission to membership in any class, and
- 25.2 transfer from membership of one class to another.

26. Honorary Fellows shall be admitted in such manner as the Board provide and as set out in the By-laws and Regulations. The admission of all other members or the transfer of members from one class to another shall be initiated by an application in writing in such form as may be approved from time to time by the Board and as set out in the Regulations.

27. When a candidate is admitted or transferred and on payment of all fees required by these By-laws, the Chief Executive shall notify the candidate of their admission or transfer and enter the candidate's name in the Register of members. Such admission or transfer shall become void should the required fees remain unpaid three months after notice of admission has been served.

Resignation and Cessation of membership

28. Any member may resign by resignation sent in writing to the Chief Executive at any time except when that member is subject to an ongoing Disciplinary procedure in which case the member shall remain a member until the Disciplinary procedure is completed.

29. Any member's name may be removed from the Register of members by the Board and the member shall thereupon cease to be a member of the Institution if:

- 29.1 their subscription shall fall in arrears for eight months and subject to the actions taken by the Chief Executive as set out in the Regulations; or
- 29.2. they fail to comply with the Continuing Professional Development requirements of the Institution as set out in the Regulations; or
- 29.3 they are expelled from membership as a sanction imposed by a Disciplinary Committee as per the By-laws and Regulations.

30. All persons who cease from any cause to be a member of the Institution shall remain liable for all sums they owe to the Institution, whether by way of subscription or otherwise, and no such persons shall be entitled to recover any part of any subscription they may have paid.

Re-admission

31. The Board may re-admit to membership in the class to which they formerly belonged any persons whose membership has terminated provided they satisfy the Board that they are worthy of re-admission, and pay such amounts in respect of application fee and arrears of subscriptions as the Board may determine. On such re-admission the name of each person concerned shall be re-entered in the Register of members of the Institution.

INSTITUTION ACTIVITY

Meetings

32. Meetings of the Institution shall consist of Ordinary Meetings, Annual General Meetings and Extraordinary General Meetings as prescribed in these By-laws and the Regulations.

33. Meetings of the Institution shall be held at such times and places determined by the Board. Meetings, including General Meetings, may be held by electronic means provided that the Board is satisfied that any votes which may be cast at such meetings and by such means are valid.

Ordinary Meetings

34. Ordinary Meetings of the Institution may be arranged by the Board to further any of the objects of the Institution for which a General Meeting is not required by the Charter or the By-laws. The Board shall nominate the Chair of the Ordinary Meeting and shall determine the conditions of admission and the way in which they shall be conducted, but no business relating to the constitution, affairs, direction or management of the Institution shall be transacted at that meeting.

General Meetings

35. The Voting members alone shall be entitled to vote at Annual General Meetings and Extraordinary General Meetings. Each person voting shall have one vote.

36. Proceedings and voting at a General Meeting shall be as set out in the Regulations subject to the following provisions:

- 36.1. A quorum must be present at the time when the meeting proceeds to business. Twenty Voting members present and entitled to vote shall constitute a quorum for the purpose of any General Meeting, which shall include at least two members of the Board, at least one of whom must be either the President, the Deputy President, the Immediate Past President, or the Treasurer, who must be present throughout any such meeting.
- 36.2. If within twenty minutes after the time fixed for holding a General Meeting of the Institution a quorum is not present the meeting, if convened by or upon the requisition of Voting members of the Institution, shall be dissolved. In any other case the meeting shall stand adjourned to such other day and at such other time and place as the Chair of the meeting may determine, subject to the approval of the Board, and if at such adjourned meeting the necessary quorum be not present then those Voting members who are present shall be deemed to be a quorum and may transact business which a full quorum might have transacted.
- 36.3. The President of the Institution shall be entitled to take the chair at every General Meeting of the Institution. When the President does not Chair an Institution General Meeting, the Deputy President shall take the Chair unless they are unable to do so, in which case the President shall nominate a Chair.
- 36.4. The Chair may with the consent of any General Meeting of the Institution at which a quorum was present at the time when the meeting proceeded to business and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 36.5. At any General Meeting of the Institution a resolution put to the vote of the meeting shall be decided:
 - 36.5.1 on a show of hands subject to these By-laws; or
 - 36.5.2 by a poll subject to these By-laws, if a poll is directed by the Board or by the Chair of the meeting or is demanded by at least three Voting members present in person or by proxy, before or when the result of the show of hands is declared.

- 36.6 Unless a poll is directed or demanded, the Chair shall declare the result of the vote on a resolution by show of hands, that result being either carried unanimously, carried by a particular majority, lost by a particular majority, or lost unanimously. An entry shall be made to that effect in the Minutes of that General Meeting; that entry shall be conclusive evidence of the fact of the vote without proof of number or proportion of the votes recorded in favour of or against any such resolution.
- 36.7 In the case of an equality of votes whether on a show of hands or on a poll the Chair of the General Meeting of the Institution at which the show of hands takes place or at which the poll is demanded shall be entitled to a second and casting vote.
37. The votes of members at General Meetings shall be as set out in the Regulations subject to the following provisions:
- 37.1 Votes may be given at an Annual or Extraordinary General Meeting either personally or by proxy or in advance.
- 37.2 On a show of hands every Voting Member present in person and entitled to vote at a General Meeting shall have one vote. In a poll, every Voting Member present or voting by proxy or in advance and entitled to vote at a General Meeting shall have one vote.
- 37.3 Any person appointed as a proxy to vote at any General Meeting must be a Voting Member of the Institution who is entitled to vote at the meeting.
- 37.4 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, unless previous intimation in writing of the death or revocation shall have been received at the Institution before the time for holding the meeting or adjourned meeting at which such vote is given.
- 37.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
38. A record shall be kept of Voting Members present at any General Meeting and shall be deposited at the principal office of the Institution, and such record shall show that the meeting was quorate in order for valid business to be transacted.

Annual General Meetings

39. The Institution shall hold in each calendar year an Annual General Meeting in addition to any other meetings in that year and the Board shall specify the Meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institution and the next.
40. The business of the Annual General Meeting shall be to:
- 40.1 receive and consider the Reports of the Board and the Accounts of the Institution for the previous financial year; and
- 40.2 receive the independent report of the result of the immediately preceding ballot conducted for the election of members of the Board; and
- 40.3 receive any report of the persons deemed to have been elected to such Offices; and
- 40.4 transact any business brought before the meeting by the Report of the Board; and
- 40.5 transact any other business brought before the meeting by the Board.

Extraordinary General Meetings

41. The Board shall convene an Extraordinary General Meeting:
 - 41.1 whenever it agrees to do so; and
 - 41.2 on receipt at the Institution of a requisition by not less than fifty Voting Members in good standing, that:
 - 41.2.1 is deposited with the Chief Executive; and
 - 41.2.2 is in writing consisting of one or more documents each signed by one or more requisitioners; and
 - 41.2.3 states the objects of the meeting and the precise wording of any motion to be put; and
 - 41.2.4 sets out what other routes to resolve the issue of the motion(s) have been used and to what effect.
42. In the event of such a requisition being received:
 - 42.1 If within sixty days from the date on which a requisition is deposited, the Board does not proceed to issue a notice for an Extraordinary General Meeting, for a date no more than 105 days from the date of the deposit of the requisition, the requisitioners or a majority of them may themselves convene an Extraordinary General Meeting which shall
 - 42.1.1 be held within 120 days from the date on which the requisition is deposited; and
 - 42.1.2 be convened in the same manner as nearly as possible as that in which General Meetings are to be convened by the Board.
 - 42.2 for any meeting convened under this By-law:
 - 42.2.1 the names of the requisitioners shall be published along with the notice of the meeting; and
 - 42.2.2 the business transacted shall be only that required to address the stated objects of the meeting as set out in the requisition and/or that identified by the Board.
43. Not less than twenty-one clear days' notice of every General Meeting of the Institution shall be given to every Voting Member as set out in these By-laws and the Regulations.

Formation of Local Groups, Subject Groups and Special Interest Groups

44. The Board may approve the formation of groups of members, and approve the constitution, rules for the conduct and financial frameworks of any such groups, subject to the provisions of these By-laws and the Regulations.
45. Unless otherwise determined by the Board on formation of a group or subsequently the Board shall have power to:
 - 45.1 dissolve any such group at any time at which time any, and all the assets of the said group shall revert to the Institution; and
 - 45.2 determine the disposition of such assets.

INSTITUTION GOVERNANCE

Duties and powers of the Board

46. The Board shall direct and manage the property and the affairs of the Institution in accordance with the Charter and these By-laws and the Regulations. In doing so it may exercise all such powers of the Institution as may be exercised by the Institution and which are not by the Charter or hereby required to be exercised or done by the Institution in General Meeting.

47. The Board may make, amend or revoke Regulations for the conduct of any activity of the Institution carried out in the name of the Institution. Such Regulations shall be consistent with the Charter and these By-laws, with the exception of the Regulations relating to the Congress which, after it has been established, additionally shall require a seventy-five percent (75%) majority agreement of the Congress voting.

48. The Board shall from time to time and with due regard to the Charter and By-laws and the related guidance published by relevant regulatory bodies or their successors:

48.1 make, revise and publish the Code of Professional Conduct and shall require all members of whatever class to conform to such Code; and.

48.2 make, revise and publish Disciplinary Regulations for the enforcement of the Code of Professional Conduct.

49. Subject to the provision of the Charter, all the monies of the Institution not required to meet the current expenditure of the Institution may be deposited in a bank or invested in the purchase, or on the security, of any stocks, shares, debentures, debenture stock, land, buildings or other property of any nature and in any part of the world, as the Board may determine. The Board shall have power from time to time to vary such investments and to appoint advisers to make such investments on its behalf.

50. The Board shall have the power at any time and from time to time to:

50.1 appoint by writing any person or persons including a company or firm to act as investment advisors and/or investment managers subject to such conditions and upon such terms (including the payment of remuneration) as shall from time to time be agreed in writing between the Board and such person or persons aforesaid; and

50.2 vary the terms of or revoke any such appointment; and

50.3 delegate to such person or persons power at its discretion to buy and sell investments for the Institution on behalf of the Board in accordance with the investment policy laid down by the Board from time to time; and

50.4 permit any monies, investments or other property belonging to or in the hands of the Institution to be registered and/or held in the name or names of any nominees appointed by Board on behalf of the Institution without being liable for any loss occasioned thereby.

51. The Board may from time to time make Regulations regarding:

51.1 the use of the Institution's premises or any part thereof; and

51.2 the times of opening and closing of the Institution's premises and for maintaining order therein.

52. The Board may delegate any of its powers, other than the power to borrow money, to committees of the Board consisting of members (Voting or Non-Voting) provided that the Chair of such a committee is a Voting Member.

Proceedings of the Board

53. The Board may subject to the provisions of these By-laws and of the Regulations meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

54. Questions arising at any meeting of the Board shall be decided by a majority of votes. In cases of an equality of votes the Chair of the meeting shall have a second and casting vote.

55. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Charter or these By-laws vested in or exercisable by the Board generally.

56. The quorum necessary for the transaction of business shall be seven members of the Board unless and until the Board determines that a number of members in excess of seven shall be required to constitute a quorum.

57. In the event of a vacancy or vacancies on the Board the remaining Board members may act as the Board provided that they constitute a quorum; if the remaining Board members do not constitute a quorum they may act as the Board only for the purposes of

57.1 filling casual vacancies; and

57.2 convening the Annual or an Extraordinary General Meeting of the Institution.

58. All acts done in good faith at any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board or officer of the Institution shall, notwithstanding that it is later discovered that there was some defect in the election or appointment of such Board or committee or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person concerned had been duly elected or appointed and was qualified to act in the capacity in which such person shall have purported to have acted.

59. The Board shall cause Minutes to be taken in paper or electronic form and retained for at least ten years from the date of the meeting to which they relate for the purpose of:

59.1 all elections or appointments of members of the Board and of all other officers or officials; and

59.2 the names of the members of the Board present at each meeting of the Board and of any committee of the Board; and

59.3 all resolutions and proceedings of General Meetings of the Institution and of meetings of the Board and of any committee of the Board.

60. Any minutes of any such meeting if signed by the Chair of such meeting or by the Chair of the next succeeding meeting shall be receivable as evidence of the matters stated in such minutes.

61. The Board shall afford reasonable facilities for any Institution member to have access to the records of the Minutes of proceedings of any General Meeting of the Institution. No Institution member shall have any right to inspect any Institution document, book or record except as conferred by this By-law authorised by the Board or required by Act of Parliament.

62. The Board shall cause proper records of accounts to be kept and shall:

62.1 submit to the Annual General Meeting in each year a statement of Income and Expenditure and a Balance Sheet made up to the preceding 31st December, together with a report of the Auditor or Auditors thereon; and

62.2 not less than twenty-one clear days before the Annual General Meeting before which they will be laid provide to every Institution member entitled to receive notice of the Annual General Meeting, a copy in electronic form of:

62.2.1 the same accounts, signed by two members of the Board; and

62.2.2 the report of the Auditor or Auditors

63. The Board may at any time and from time to time invite to their meeting the holders of such offices in, or such other representatives of, any groups of members of the Institution constituted in accordance with the By-laws as the Board shall think fit. Any such officers or representatives shall not be deemed to be invited personally and shall not be members of the Board. They shall be entitled to participate in any discussion but shall not be entitled to vote.

Membership of the Board

64. The Board shall consist of no more than twelve Voting Members duly elected in accordance with the By-laws and Regulations who shall each be entitled to vote on all Board business. The twelve Board members shall include:

the President; and
the Deputy President; and
the Immediate Past President; and
the three Vice Presidents; and
the Treasurer; and
two Regional members; and
three other Board members

65. The members of the Board shall each be a Trustee of the Institution for the duration of their service on the Board.

66. Membership of the Board shall be voluntary and without remuneration.

67. Members of the Board shall not normally be eligible to serve on Congress either during or after their term of office on the Board.

68. The powers and duties of the President, Deputy President, Immediate Past President, and Treasurer shall, subject to any express provision in the Charter, By-laws, and Regulations, be determined by the Board.

Election to the Board

General provisions

69. The Board may fill any casual vacancy in its membership which shall occur between one Annual General Meeting and another. Any member of the Board so elected by the Board shall serve for the remainder of the term of office of the person whose place is being filled; appointment to fill a casual vacancy shall not count as a full term. Such a vacancy shall be deemed to be a casual vacancy within the meaning of this By-law

70. Unless stated to the contrary, in relation to any period of office, a year is the time between one Annual General Meeting and the next Annual General Meeting.

Eligibility

71. All Fellows and Chartered Members of the Institution shall be eligible for election to the Board, subject to any express provision in the Royal Charter, By-laws and Regulations.

72. Members shall not be eligible to be a member of the Board if they:

72.1 are an employee of the Institution; or

- 72.2 are prohibited by law from being a charity trustee.
73. Members shall be eligible for election to the three presidential offices as set out below:
- 73.1 those eligible to be Deputy President shall be Fellows; and
- 73.2 those eligible to be the President shall be the Deputy President or, if in the opinion of the Board special circumstances exist, a Fellow nominated by the Board; and
- 73.3 those eligible to be the Immediate Past President shall be the retiring President.
74. Any question of doubt or difficulty as to eligibility for membership of the Board shall be decided by the Board.

Terms of Office

75. Members of the Board shall normally serve no more than a total of nine years on the Board, which may or may not be served consecutively.
76. The President, Deputy President, and Immediate Past President shall:
- 76.1 be elected annually; and
- 76.2 hold office until the due election and coming into office of their successors; and
- 76.3 shall normally serve no more than one term in each of the three roles of President, Deputy President and Immediate Past President.
77. The President, Deputy President, and Immediate Past President shall retire at the Annual General Meeting immediately following their election.
78. The Treasurer and the Vice Presidents shall be elected for a term of three years. Trustees shall normally serve no more than two terms of office in any or each of these roles.
79. Regional members and other Board members shall be elected for terms of up to three years.
80. Exceptions to the normal terms of office set out above shall be by decision of the Board.

Retirement and termination of Board membership

81. Retiring members of the Board shall be deemed to continue to hold office until the conclusion of the meeting at which they retire and shall be eligible to stand for election to any vacancy for which they are qualified subject to any maximum term of office provided in these By-laws.
82. Any member shall vacate their office on the Board if:
- 82.1 they become incapable of discharging the responsibilities of a member of the Board as set out in the Regulations; or
- 82.2 they are disqualified by law from being a charity trustee; or
- 82.3 without the leave of the Board they fail to attend the meetings of the Board continuously for any period of six months during which not less than two meetings of the Board are held, and the Board resolve that the member's office be vacated; or
- 82.4 they resign their office by notice in writing given to the Chief Executive; or
- 82.5 they cease to be a member; or

82.6 the Board resolves, as set out in the Regulations, that their office be vacated by reason of conduct which, in the opinion of the Board, is, or is likely to be, materially prejudicial to the reputation of the Institution; or

82.7 the Voting Members so resolve in General Meeting.

83. Any question of doubt or difficulty as to retirement from membership of the Board shall be decided by the Board.

Nominations and ballot for election to the Board

84. Subject to the By-laws and Regulations the Board shall send to each Voting member entitled to vote a call for nominations which shall include a list of vacancies on the Board that will be available for election at the Annual General Meeting.

85. Any five Voting Members who are not also members of the Institution staff may nominate any duly qualified person as a candidate for any such vacancy of the Board by delivering the nomination to the Chief Executive in accordance with the process set out in the call for nominations. Voting Members may nominate only one person in each election.

86. No person shall be eligible to fill any vacancy by election at the Annual General Meeting pursuant to these By-laws unless nominated for the same in compliance with this By-law and the Regulations.

87. The Board shall take such steps as it considers expedient to arrange a ballot of the Voting Members as prescribed in these By-laws and the Regulations.

88. With respect to any class of vacancy, if the number of candidates nominated is equal to or fewer than the number of vacancies the person nominated shall be deemed to be duly elected and there shall be no ballot.

89. The votes shall be counted after the final date for the return and an independent report of the result shall be made available for the President for presentation to the Annual General Meeting immediately following the ballot.

90. In the event of the independent report being unable to identify the election of the prescribed number of persons to fill the vacancies in the Board owing to an equality of votes, the independent report shall state the names of the candidates having the same number of votes. The Chair of the Annual General Meeting shall have and use a casting vote, in addition to any vote that they may have already given as a Voting Member, to determine which candidate or candidates shall be elected. Any question regarding the acceptance or rejection of votes shall be dealt with by the Chair.

91. Members of the Board elected in place of those retiring at an Annual General Meeting shall be deemed to be elected at and shall take Office at the termination of the Annual General Meeting at which their election is reported.

Appointment and duties of the Chief Executive and staff

92. The Board may from time to time appoint a Chief Executive of the Institution, who shall be the Chief Executive Officer of the Institution, at such remuneration and on such other terms as it shall decide. Subject to any contract between the Institution and the Chief Executive, the Board may at their discretion terminate any such appointment. The Board may at its discretion change the title "Chief Executive" to such other title as is thought fit and references in these By-laws to "Chief Executive" shall be deemed to include references to any such changed title.

93. Under the direction of the Board, the Chief Executive shall be responsible for the administration of the Institution, including the maintenance of its buildings, the employment of its staff, and the budgeting and recording of its finances. The Chief Executive shall also generally conduct the ordinary business of the Institution in accordance with the Charter and these By-laws and the directions of the Board, and shall refer to the President or Treasurer as appropriate, any matters of importance or difficulty requiring urgent decision.

94. Anything required or authorised to be done by or to the Chief Executive may, if the office is vacant or there is for any other reason no Chief Executive capable of acting, be done by or to any assistant or deputy or, if there is no assistant or deputy capable of acting, by or to any member appointed by the Board.

95. All persons employed by the Institution shall be paid such salaries, wages or remuneration as the Board shall from time to time approve and the Board may make such provisions for or grant such pensions to them or their dependants after their retirement from the service of the Institution as the Board may decide.

Seal and Documents

96. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of the Board expressly authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be counter-signed by the Chief Executive or by a second member of the Board or by some other person appointed by the Board for that purpose.

97. The Board may determine who shall be entitled to sign on behalf of the Institution any bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents not requiring to be under Seal.

Indemnity and Responsibility

98. The Institution shall indemnify the persons for the time being and their heirs, executors and administrators in the groups listed in this By-law against (and it shall be the duty of the Board out of the funds of the Institution to pay) all costs, losses and expenses which any of them, in good faith and without negligence, may incur or become liable to by reason of any contract entered into or act or deed of any of them as such officer or official in the discharge of their duties:

- 98.1 Every member of the Board; and
- 98.2 Every officer of a group of the Institution; and
- 98.3 Every other person approved by the Board; and
- 98.4 Every employee of the Institution

Notices

99. The Board or the Chief Executive may serve or send any notice to any member of the Institution either personally or by sending it by pre-paid post (whether as a separate communication or included in or with one of the publications of the Institution) or by using electronic communications addressed to such person at the address recorded in the Register of members.

100. Any notice or communication served using electronic communications shall be deemed to have been served 48 hours after the time it was sent. Proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given. Any notice or communication served or sent by pre-paid post shall be deemed to have been served or delivered fourteen days after the date it was dispatched and in certifying such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, pre-paid and delivered to the carrier.