

Royal Charter & By-law changes – an explanation

At the 2018 AGM the Voting Members approved a number of amendments to the Royal Charter and By-laws to allow for the existence of a Board of Trustees and the newly formed Congress as a result of the changes made to the governance of the Institution.

At that time it was agreed that the Royal Charter and By-laws would be kept under continual review so that any necessary amendments could be brought forward on a regular basis.

The proposed changes to the By-laws reflect:

- Amendments to the membership grades and processes in line with the changes proposed by the Qualifications Committee (By-laws 8, 12 & 33);
- Clarification in relation to the time scale before the names of members in arrears of subscription, or those who have not complied with CPD requirements set out in the Regulations, can be removed from the Register of members by the Board (By-laws 38 & 39);
- Clarification in relation to the time frame allowed for Extraordinary General Meetings to be called and held. The proposed change provides the requisitionists with a longer time period within which to convene an Extraordinary General Meeting should the Board fail to do so (By-law 44);
- Clarification in relation to the notice of and participation in General Meetings (By-laws 45 & 50);
- Removal of some of the detailed clauses, specifically those referring to the Code of Conduct, from the By-laws to the Regulations where it is deemed more appropriate for them to appear (By-law 15);
- Re-numbering of some By-laws as a result of the above changes.

In addition, there are two minor changes proposed to the Royal Charter: to change a typographical error, and to change the reference to 'company' to read 'Institution'.

These amendments have been reviewed by the Board of Trustees and are recommended to the membership for approval.

Notice of IChemE Annual General Meeting - Appendix A – Proposed Charter & By-law amendments

Column 1 – Existing Royal Charter article	Column 2 – Proposed amended Royal Charter article	Reason for change
<p>15. 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 such other servants as the Board of Trustees may from time to time appoint.</p>	<p>15. 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 such other servants as the Board of Trustees<u>Trustees</u> may from time to time appoint.</p>	<p><i>To correct a typographical error</i></p>
<p>22. 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 Company any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.</p>	<p>22. 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 Company<u>Institution</u> any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.</p>	<p><i>To change wording from Company to Institution</i></p>

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Column 1 – Existing By-Law	Column 2 – Proposed Amended By-Law	Reason for change
<p>Abbreviated Titles or Descriptions</p> <p>8.</p> <p>(c) Voting members who are Fellows or Chartered Members, or Honorary Fellows who at the time of their election as such were already Fellows or Chartered Members, may describe themselves as Chartered Chemical Engineers.</p>	<p>Abbreviated Titles or Descriptions</p> <p>8.</p> <p>(c) Voting members, who <u>have satisfied the requirements of the Chartered Chemical Engineer Professional Review as prescribed by the Board from time to time</u> 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, may describe themselves as Chartered Chemical Engineers.</p>	<p><i>To distinguish those who are elected to MIChemE and who qualify as Chartered Chemical Engineers from those who are elected to MIChemE and who qualify as Professional Process Safety Engineers (PPSE).</i></p>
<p>12. 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 (except Companions and Affiliates) 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.</p>	<p>12. 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 (except Companions and Affiliates) 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.</p>	<p><i>To remove restrictions on the issuing of membership certificates</i></p>

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Column 1 – Existing By-Law	Column 2 – Proposed Amended By-Law	Reason for change
<p>Duties of Members</p> <p>14.</p> <p>(a) All members shall be bound to further to the best of their ability and judgement the objects, purposes, interests and influence of the Institution.</p> <p>(b) Members shall comply with the Code of Professional Conduct as published in the Regulations from time to time. In particular:</p> <p>(i) all members of whatever class of membership shall so order their conduct as to uphold the standing and reputation of the Institution and shall observe the provisions of the Charter and these By-laws and the Regulations.</p> <p>(ii) all Voting members shall at all times so order their conduct as to uphold the dignity and reputation of their profession and safeguard the public interest in matters of safety, health and otherwise. They shall exercise their professional skill and judgment to the best of their ability and discharge their professional responsibilities with integrity.</p> <p>(iii) all members shall meet the requirements in respect of</p>	<p>Duties of Members</p> <p>14.</p> <p>(a) All members shall be bound to further to the best of their ability and judgement the objects, purposes, interests and influence of the Institution.</p> <p>(b) <u>All</u> Members shall comply with the Code of Professional Conduct as published in the Regulations from time to time. In particular:</p> <p>(i) all members of whatever class of membership shall so order their conduct as to uphold the standing and reputation of the Institution and shall observe the provisions of the Charter and these By-laws and the Regulations.</p> <p>(ii) all Voting members shall at all times so order their conduct as to uphold the dignity and reputation of their profession and safeguard the public interest in matters of safety, health and otherwise. They shall exercise their professional skill and judgment to the best of their ability and discharge their professional responsibilities with integrity.</p> <p>(iii) all members shall meet the requirements in respect of</p>	<p><i>To clarify that the Code of Professional Conduct must be complied with by <u>all</u> members.</i></p>

Notice of IChemE Annual General Meeting - Appendix A – Proposed Charter & By-law amendments

Column 1 – Existing By-Law	Column 2 – Proposed Amended By-Law	Reason for change
<p>Continuing Professional Development.</p> <p>15.</p> <p>(a) Subject to paragraph (c) of this By-law, the Board shall:</p> <p>(i) from time to time make, revise and publish the Code of Professional Conduct and shall require all members of whatever class to conform to such Code.</p> <p>(ii) from time to time make, revise and publish Disciplinary Rules for the enforcement of the Code of Professional Conduct,</p> <p>(b) The Disciplinary Rules referred to in (a)(ii) of this By-law shall inter alia:</p> <p>(i) include provision for the establishment, by and under the authority of the Board, of:</p> <p>a Preliminary Investigation Committee to investigate alleged breaches of the Code of Professional Conduct and of the associated Rules.</p> <p>a Disciplinary Committee to hear all charges of professional misconduct against a member.</p>	<p>Continuing Professional Development.</p> <p>15</p> <p>(a) Subject to paragraph (eb) of this By-law, the Board shall:</p> <p>(i) from time to time make, revise and publish the Code of Professional Conduct and shall require all members of whatever class to conform to such Code.</p> <p>(ii) from time to time make, revise and publish Disciplinary Rules <u>Regulations</u> for the enforcement of the Code of Professional Conduct.</p> <p><u>and in so doing shall have due regard to the related guidance published by the Engineering Council or a successor regulatory body.</u></p> <p>(b) The Disciplinary Rules referred to in (a)(ii) of this By-law shall inter alia:</p> <p>(i) include provision for the establishment, by and under the authority of the Board, of:</p> <p>a Preliminary Investigation Committee to investigate alleged breaches of the Code of Professional Conduct and of the</p>	<p></p> <p><i>For consistency, to change 'Rules' to 'Regulations'</i></p> <p><i>Added to comply with the minimum recommended content to be included in the By-laws as set out in the Engineering Council Disciplinary Procedure Guidance.</i></p> <p><i>To remove detailed clauses in relation to the Code of Conduct from the By-laws to the Regulations where it is deemed more appropriate for them to appear.</i></p>

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Column 1 – Existing By-Law	Column 2 – Proposed Amended By-Law	Reason for change
<p>as the occasion arises, an Appeals Committee whose decision shall be final. The Appeals Committee shall hear any appeal by a member against a decision of the Disciplinary Committee where there appears to be grounds for considering the decision of the Disciplinary Committee to be unsafe.</p> <p>(ii) confer upon the member the following rights at any hearing of charges against the member:</p> <p>to attend in person and to be heard either in person or with a representative</p> <p>to submit evidence in writing and to call witnesses in the member's defence</p> <p>to examine the member's witnesses and to cross-examine other witnesses</p> <p>to be given any other reasonable opportunity to rebut the charge or charges made</p> <p>(c) None of the Rules for the Code of Professional Conduct and none of the Disciplinary Rules of this By-law, or any rescission or variation thereof, shall be in</p>	<p>associated Rules.</p> <p>a Disciplinary Committee to hear all charges of professional misconduct against a member.</p> <p>as the occasion arises, an Appeals Committee whose decision shall be final. The Appeals Committee shall hear any appeal by a member against a decision of the Disciplinary Committee where there appears to be grounds for considering the decision of the Disciplinary Committee to be unsafe.</p> <p>(ii) confer upon the member the following rights at any hearing of charges against the member:</p> <p>to attend in person and to be heard either in person or with a representative</p> <p>to submit evidence in writing and to call witnesses in the member's defence</p> <p>to examine the member's witnesses and to cross-examine other witnesses</p> <p>to be given any other reasonable opportunity to rebut the charge or charges made</p>	

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<p>any way repugnant to the Charter or these By-laws.</p> <p>Subject to the provisions of this By-law and Disciplinary Rules referred to herein, if any member shall refuse or willfully neglect to comply with any of these By-laws or with the Rules for the Code of Professional Conduct referred to in this By-law or shall commit an act or omission which in the opinion of the Board either shall have rendered the member unfit to remain a member of the Institution or shall be injurious to the Institution, such member may, by a resolution of the Board, be expelled, suspended, reprimanded, warned or advised in such manner as the Board shall decide.</p>	<p>opportunity to rebut the charge or charges made</p> <p>(eb) None of the Rules for the Code of Professional Conduct and none of the Disciplinary Rules <u>Regulations</u> of this By-law, or any rescission or variation thereof, shall be in any way repugnant to the Charter or these By-laws.</p> <p>Subject to the provisions of this By-law and Disciplinary Rules referred to herein, if any member shall refuse or willfully neglect to comply with any of these By-laws or with the Rules for the Code of Professional Conduct referred to in this By-law or shall commit an act or omission which in the opinion of the Board either shall have rendered the member unfit to remain a member of the Institution or shall be injurious to the Institution, such member may, by a resolution of the Board, be expelled, suspended, reprimanded, warned or advised in such manner as the Board shall decide.</p>	<p><i>For consistency, to change 'Rules' to 'Regulations'</i></p> <p><i>To allow the Board to accept the recommendation of the Disciplinary Committee in an appropriate manner.</i></p>
<p>Election and Transfer of Voting and Non-Voting members</p> <p>33. Every candidate for election or transfer to the class of Fellow or Chartered Member shall supply on the application form the names and addresses of not less than two persons to whom the Board may refer for information as to the candidate's academic and scientific attainments</p>	<p>Election and Transfer of Voting and Non-Voting members</p> <p>33. Every candidate for election or transfer to the class of Fellow or Chartered Member shall supply on the application form the names and addresses of not less than two persons to whom the Board may refer for information as to the candidate's academic and scientific attainments</p>	

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<p>and professional experience. At least two of the referees named shall be Voting members and for Fellowship applications at least one must be a Fellow of the Institution. Candidates for election as Associate Member need not provide a referee.</p>	<p>and professional experience. At least twoThe qualifications of the referees named shall be Voting members and for Fellowship applications at least one must be a Fellow of the Institution. Candidates for election as Associate Member need not provide a refereeas prescribed by the Regulations.</p>	<p><i>Revisions to the referee requirements for membership applications where fulfilling these requirements could be challenging for some candidates, particularly in areas where IChemE has limited membership. A new Regulation will be introduced to provide further detail on the requirements of referees. It is intended that at least one of the referees should be a Voting member, and for Fellowship applications at least one should be a Fellow of the Institution. The second referee could either be a Voting member or a professionally qualified member or Fellow of another professional institution.</i></p>
<p>Resignation and Removal of Voting and Non-Voting members</p> <p>38. If any member’s subscription shall fall in arrears for eight months, and the member shall fail to pay such arrears within three months after the Chief Executive has sent a written application to the member, the 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.</p>	<p>Resignation and Removal of Voting and Non-Voting members</p> <p>38. If any member’s subscription shall fall in arrears for eightfive months, the Chief Executive may at any time thereafter serve a notice, in hard copy form or in electronic form, on such member requiring payment of all overdue subscriptions and if the member shall fail to pay such arrears within three months after the Chief Executive has sent a written application to the membersuch notice has been deemed to have been received, the 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.</p>	<p><i>To provide clarity in relation to the time scale allowed before the names of members in arrears of subscription can be removed from the Register of members by the Board.</i></p>
	<p>39. If any member shall fail to comply with the Continuing Professional Development requirements of the Institution as set out in the Regulations within three months after the Chief</p>	<p><i>New By-law to address failure to comply with the CPD requirements of the Institution in a manner similar to failure to pay subscriptions. This will provide clarity in relation to the</i></p>

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	<p><u>Executive has sent a written notice to the member requiring such member to comply with the requirements, the 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.</u></p>	<p><i>timescale allowed before the names of members who fail to comply can be removed from the Register of members by the Board. This follows recommendations of other Professional Engineering Institutions.</i></p>
<p>Meetings</p> <p>43. The Board may whenever it thinks fit and shall on the requisition in writing of not less than fifty Voting members of the Institution in good standing, convene an Extraordinary General Meeting. In the case of such requisition the following provisions shall have effect:</p> <p>(a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the principal office of the Institution and may consist of several documents in like form each signed by one or more requisitionists;</p> <p>(b) If within sixty days from the date of the requisition being so deposited, the Board does not proceed to convene an Extraordinary General Meeting, at whatever venue it may decide, the requisitionists or a majority of them may themselves convene an Extraordinary General Meeting but any meeting so convened shall not be held after four months from the date of the deposit;</p>	<p>Meetings</p> <p>4344. The Board may whenever it thinks fit and shall on the requisition in writing of not less than fifty Voting members of the Institution in good standing, convene an Extraordinary General Meeting. In the case of such requisition the following provisions shall have effect:</p> <p>(a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the principal office of the Institution and may consist of several documents in like form each signed by one or more requisitionists;</p> <p>(b) If within sixty days from the date of the requisition being so deposited, the Board does not proceed to convene <u>issue a notice for</u> an Extraordinary General Meeting, at whatever venue it may decide, <u>and for a date no more than 105 days from the date of the deposit of the requisition,</u> the requisitionists or a majority of them may themselves convene an Extraordinary General Meeting but any meeting so convened shall not be</p>	<p><i>To provide clarity in relation to the time frame allowed for Extraordinary General Meetings to be called and held. The proposed change provides the requisitionists with a longer time period (15 days) within which to convene an Extraordinary General Meeting should the Board fail to do so themselves.</i></p>

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Column 1 – Existing By-Law	Column 2 – Proposed Amended By-Law	Reason for change
<p>(c) Any meeting convened under this By-law by the requisitionists shall be convened in the same manner as nearly as possible as that in which General Meetings are to be convened by the Board and the names of the requisitionists shall be published along with the notice of the meeting.</p>	<p>held after four months from the date of the deposit <u>of the requisition</u>;</p> <p><u>(c)</u> Any meeting convened under this By-law by the requisitionists shall be convened in the same manner as nearly as possible as that in which General Meetings are to be convened by the Board.</p> <p>(e)<u>(d)</u> <u>For any meeting convened under this By-law, and</u> the names of the requisitionists shall be published along with the notice of the meeting.</p>	<p><i>To clarify that the names of requisitionists will be published along with the notice of the meeting whether the EGM is called by the Board or by the requisitionists themselves.</i></p>
<p>44. Not less than twenty-one clear days' notice of every General Meeting of the Institution shall be given to every Voting member (provided that the Institution holds appropriate contact details) but 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. No notice of the business to be transacted shall be required in the absence of special business. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business.</p>	<p>44<u>45</u>. Not less than twenty-one clear days' notice of every General Meeting of the Institution shall be given to every Voting member (provided that the Institution holds appropriate contact details) but 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. No notice of the business to be transacted shall be required in the absence of special business. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business. <u>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.</u></p>	<p><i>To clarify the means by which notice of General Meetings may be given</i></p>

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<p>Proceedings and Voting at General Meetings</p> <p>49. The chairman 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 same 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. When such a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>Proceedings and Voting at General Meetings</p> <p><u>49-50</u> The chairman 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 same 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. When such a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> <p><u>The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting</u></p>	<p><i>Additional clause to clarify participation in General Meetings.</i></p>
<p>Votes of Members</p> <p>53. Votes may be given at an Annual or Extraordinary General Meeting either personally or by proxy or in advance as described in this By-law. On a show of hands every Voting member present in person and entitled to vote at such meetings shall have one vote. In case of a poll, every Voting member present in person or by proxy or in advance and entitled to vote at such meeting shall have one vote. Where the notice of</p>	<p>Votes of Members</p> <p><u>53</u>54. Votes may be given at an Annual or Extraordinary General Meeting either personally or by proxy or in advance as described in this By-law. On a show of hands every Voting member present in person and entitled to vote at such meetings shall have one vote. In case of a poll, every Voting member present in person or by proxy or in advance and entitled to vote at such meeting shall have one vote. Where the notice of</p>	

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an Annual or Extraordinary General Meeting has specified (pursuant to By-law 50) 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.	an Annual or Extraordinary General Meeting has specified (pursuant to By-law 50 51) 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.	<i>Amendment as a result of re-numbering of By-laws</i>
55. Subject to By-law 56, 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 on the notice of the General Meeting.	55 56. Subject to By-law 56 57, 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 on the notice of the General Meeting.	<i>Amendment as a result of re-numbering of By-laws</i>
ADDITIONAL RE-NUMBERING OF BY-LAWS		
By-laws 39-42	Re-numbered as By-laws 40-43	<i>Re-numbering of By-laws</i>
By-laws 45-48	Re-numbered as By-laws 46-49	<i>Re-numbering of By-laws</i>
By-laws 50-107	Re-numbered as By-laws 51-108	<i>Re-numbering of By-laws</i>