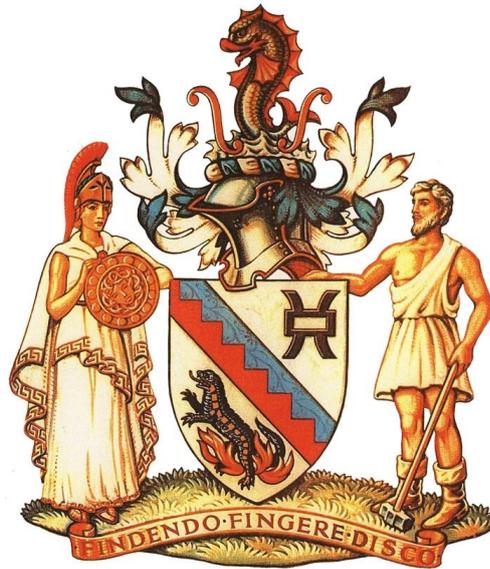


JUNE 2018



THE ARMORIAL BEARINGS OF
THE INSTITUTION OF CHEMICAL ENGINEERS

COLLEGE OF ARMS
LONDON 1964

Royal Charter & By-laws

**Institution of Chemical Engineers
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ROYAL CHARTER

Granted on the 8th day of April 1957. Amendments allowed on the 12th day of November 1971, the 19th day of December 1996, the 18th day of July 2001, the 27th day of July 2004, the 15th day of October 2009 and the 27th day of June 2018.

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, 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 now Corporate Members of the said Association or Institution known as The Institution of Chemical Engineers (hereinafter called "the Existing Institution") and all such persons as may hereafter become Voting members of the Body Corporate hereby constituted and their successors shall for ever hereafter (so long as they shall continue to be such Voting members) be one Body Corporate and Politic by the name of "The Institution of Chemical Engineers" (hereinafter called "the Institution") 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 implead and be impleaded 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 objects and purposes for which the Institution is hereby constituted are:

To promote, foster and develop the general advancement of the science of chemical engineering in all its branches as an end in itself and as a means of furthering the scientific and economic development and application of processes in which chemical and physical changes of materials are involved and to promote, assist, finance and support such research, investigation and experimental work in chemical engineering as the Institution may consider likely to conduce to those ends and to the benefits of the community at large.

Powers

3.

- (a) 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.
- (b) 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.
- (c) 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.

- (d) 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.
- (e) To hold or prescribe examinations or other assessments for candidates for election to Voting and Non-Voting membership and to require standards of knowledge and experience approved by the Institution.
- (f) 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.
- (g) To co-operate with any other organisations to advance the cause of chemical engineering or for economic purposes related thereto.
- (h) 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 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.

5. And We do also hereby for Us, Our Heirs and Successors 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.

6. The property and monies of the Existing Institution (including any property or monies held by it as Trustee) shall hereafter become and be deemed to be the property and monies of the Institution (but subject in the case of any property or monies held by the Existing Institution as Trustee to the trusts, powers and provisions upon and subject to which the same are held) and shall, as soon as may be, be formally transferred to the Institution.

7. The income and property of the Institution shall be applied solely towards the promotion of the objects of the Institution as hereinafter defined. 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 the members thereof.

8. 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 always that nothing herein contained shall prevent:

- (a) the payment by the Institution in good faith of reasonable and proper remuneration to 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 as members of the Board of Trustees) or to any such members in return for any services actually rendered to the Institution otherwise than as an Officer, official or employee; or
- (b) the payment by the Institution of 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

- (c) the giving by the Institution to any such member of any prize, scholarship or other reward or recognition in respect of any exhibition, competition or examination held or promoted by the Institution or to the cost of which the Institution may have subscribed; or
- (d) the gratuitous distribution among or sale at a discount to members of the Institution of any books or publications of the Institution relating to its objects or purposes as hereinafter set forth; or
- (e) the giving by the Institution to any such member of 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
- (f) the payment by the Institution of premiums for the provision of indemnity insurance to cover the liability of the members of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institution; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Board of Trustees knew to be in breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against members of the Board of Trustees in their capacity as Trustees of the Institution.

9. The moneys of the Institution may be invested in accordance with the provisions of the By-laws of the Institution for the time being in force with power to vary or transpose any investments for or into others of any nature thereby authorised.

Governance

10. There shall be a Board of Trustees of the Institution in which shall be vested the governance and control of the IChemE and its affairs subject to the provisions of this Our Charter and of the By-laws and Regulations of the Institution. The Board of Trustees shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and to hold Office for such period and on such terms as to re-election and otherwise as the By-laws so prescribe.

11. There shall be Honorary Officers of the Institution. The Honorary Officers shall be elected or constituted as such in such manner and shall hold Office for such period and on such terms as to re-election and otherwise as the By-laws for the time being of the Institution shall direct. The Honorary Officers for the time being shall ex-officio be members of the Board of Trustees.

12. The business of the Board of Trustees shall be conducted subject to the provisions of this Our Charter and the By-laws in such manner as the Board of Trustees may from time to time determine.

13. The said President, Deputy-President, Vice-Presidents, Honorary Treasurer and other members of the Board of Trustees shall respectively hold Office as such until the due election and coming into Office of their successors in accordance with the By-laws of the Institution but shall respectively be eligible subject to such By-laws for re-election if otherwise qualified.

14. 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 and the 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 By-laws prescribe.

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.

Membership

16. There shall be such number of classes of members of the Institution who shall be known as and are hereinafter referred to as Voting members, and such number of classes of members of the Institution who shall be known as and are hereinafter referred to as Non-Voting members, as the By-laws of the Institution shall from time to time provide.

17. The qualifications, method and terms of admission, privileges and obligations, including liability to expulsion or suspension of Voting members and of Non-Voting members of each of the respective classes thereof shall be such as the By-laws for the time being of the Institution shall direct.

18. Persons being at any time Voting members of the Institution may so long as they shall remain Voting members take and use the style or title of Chartered Chemical Engineer in such manner and upon such conditions as the By-laws for the time being of the Institution shall direct.

Charter changes

19. The Voting members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the provisions of this Our Charter; 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

20. The Voting members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the By-laws for the time being in force; 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

21. The Voting members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, 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

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.

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

Witness Ourselves at Westminster the 8th day of April in the 6th year of Our Reign

By Warrant UNDER THE QUEEN'S SIGN MANUAL

BY-LAWS
(as amended 27 June 2018)

Interpretation and Special Provisions

1. In these By-laws, except where the context forbids, words importing males shall include females and words implying the singular number shall include the plural number and vice versa.

The “Institution” means The Institution of Chemical Engineers incorporated by Royal Charter dated the 8th April 1957.

The “Charter” means the Royal Charter of the Institution dated the 8th April 1957 with any alteration, amendment or addition thereto that may become effectual in accordance with the provisions of the Charter.

The “predecessor of the Institution” means the Institution of Chemical Engineers incorporated under the Companies Acts, 1908 to 1917. “United Kingdom” means Great Britain and Northern Ireland.

The “Board” means the Board of Trustees, being the governing body of the Institution.

The “Congress” means the committee elected to advise the Board of Trustees.

The “Local Board” means the governing committee within a geographically defined area.

The “Register” means the Register of members to be kept pursuant to By-law 4.

The “Regulations” means the sub-ordinate elaborations of the Charter and By-laws which shall not conflict with the Charter and By-laws.

The “principal office” means the office of the Institution primarily designated as such by the Board for the time being.

“Notice” includes a voting or ballot paper, letter or other communication.

“Chief Executive” normally includes 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 descriptor “Chief Executive” may be varied by the Board for common usage.

“electronic communication” means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):-

- (a) by means of a telecommunication system (within the meaning of the relevant acts of Parliament): or
- (b) by other means but while in an electric form.

“communication” includes a communication comprising sounds or images or both and an electronic transfer of funds or other.

Where the term “member” is herein used without qualification it shall (except where otherwise expressly mentioned) be taken to refer to all those persons of whom the Institution consists for the time being and to include all classes of Voting and Non-Voting members.

A “Member in good standing” is one that has complied with all of their explicit obligations, while not being subject to any form of sanction, suspension or disciplinary censure.

“assessment” means written or oral examination or other form of test.

Membership Classes

2. The Institution shall consist of:

- (a) Fellows) Who shall be known as and are hereinafter sometimes referred to as
Chartered Members) Voting members.)

and

- (b) Associate Members) Who shall be known as Non-Voting members except that they shall
) have a right to vote in connection with the Local Board with which
) they are associated.

and

- (c) Honorary Fellows)
Companions) Who shall be known as and are hereinafter sometimes referred to as
Affiliates) Non-Voting members.
Honorary Affiliates)

(The Board may identify and publish in the Regulations various grades of Affiliateship including Associate Fellows and Technicians of the Institution)

Provided that Honorary Fellows who at the time of their election as such were already Fellows or Chartered Members 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.

3. The members of the several classes referred to in the Charter and such other persons as shall be admitted in accordance with these By-laws and no others shall be members of the Institution.

4. A Register shall be kept containing the name, the address for the time being, the class of membership for the time being, and such other relevant information including any registrations of each member of the Institution. The privileges and obligations of any such member shall be those of the class assigned to that member in the Register of members. All members who change their names or addresses shall notify the Chief Executive stating their former names or addresses and the Chief Executive shall amend the Register accordingly. For the purposes of these By-laws the Register shall be conclusive evidence of the name and last known address of every member.

5. The rights and privileges of every member of any class shall be personal and shall not be transferable or transmissible by act of the member or by operation of law.

6. Non-Voting members shall not be entitled to any rights or privileges other than those which by these By-laws are attached to the specific class of members of the Institution to which they belong.

7. Voting members shall be entitled:

- (a) subject to these By-laws, to receive free of charge on issue a single hard or electronic copy of such regular publications and other information and reports of the Institution relating to its objects or purposes as the Board may from time to time determine.

Provided always that Voting members whose registered addresses are outside the United Kingdom and the Republic of Ireland may be required to pay (in addition to their annual subscriptions) sums to be fixed by the Board from time to time towards the expense of transmitting such matter to them and in default of such payment they shall not be entitled to receive any such matter;

- (b) to use such portions of the premises occupied by the Institution as the Board may from time to time put at the disposal of the class to which they belong at such times and for such purposes as the Board may permit;

- (c) to receive notice of and attend and vote at General Meetings of the Institution as prescribed by these By-laws;
- (d) to such other privileges as the Board may from time to time legally and properly accord to the class of members to which they belong.

Abbreviated Titles or Descriptions

8.

- (a) Honorary Fellows being either Voting or Non-Voting members may use after their names the title of that class of membership or the abbreviation Hon FIChemE.
- (b) Voting members may use after their names the title of the class of membership to which they belong or the abbreviation FIChemE or MIChemE appropriate to that class.
- (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.
- (d) Non-Voting members may use after their names the title of the class of membership to which they belong or the abbreviation AFIChemE or AMIChemE or TIChemE appropriate to that class.
- (e) No other title or abbreviation shall be used to describe membership of the Institution.
- (f) 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.
- (g) A member shall not use or permit to be used any of the said titles or descriptions in letters larger or bolder than those used in the name of the member which they follow.
- (h) A member practising
 - (i) under the title of or as an officer or employee of a limited company or
 - (ii) 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 of the above-mentioned titles or descriptions.

Registers of Chartered Practitioners and Non-Chartered Practitioners

9

- (a) 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. 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 transfers their registration to another registration body of which they are a member.
- (b) 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.
- (c) Any postnominal abbreviations allowed by such a licence shall be placed before the Institution's postnominal abbreviation.

- (d) 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.

10 Since process safety is a fundamental and important field in relation to chemical engineering the Institution may also maintain a Register of engineering practitioners in process safety.

- (a) The Register shall be open to members and non-members all of whom shall satisfy such assessments and requirements of professional experience and continuing professional development as the Institution in its discretion shall prescribe through its Regulations.
- (b) Such Registrants shall be subject to the Institution's disciplinary process should any complaint be made about their professional competence in the subject area covered by the Register.
- (c) The descriptor 'Professional Process Safety Engineer' relating to membership of the Register may be used as authorised by the Institution and subject to 9.1(d)

11. The Institution may charge such admission and annual registration fees for entry to any of its Registers as it considers appropriate.

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.

13. No 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 be entitled to attend or vote or act as a proxy at any General Meeting of the Institution or to receive any notices or any other matter from the Institution to which they would otherwise be entitled or to 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 until they shall have paid in full such application fee money or annual subscription.

Duties of Members

14.

- (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.
- (b) Members shall comply with the Code of Professional Conduct as published in the Regulations from time to time. In particular:
 - (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.
 - (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.
 - (iii) all members shall meet the requirements in respect of Continuing Professional Development.

15.

(a) Subject to paragraph (c) of this By-law, the Board shall:

- (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.
- (ii) from time to time make, revise and publish Disciplinary Rules for the enforcement of the Code of Professional Conduct,

(b) The Disciplinary Rules referred to in (a)(ii) of this By-law shall inter alia:

- (i) include provision for the establishment, by and under the authority of the Board, of:

a Preliminary Investigation Committee to investigate alleged breaches of the Code of Professional Conduct and of the associated Rules.

a Disciplinary Committee to hear all charges of professional misconduct against a member.

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.

- (ii) confer upon the member the following rights at any hearing of charges against the member:

to attend in person and to be heard either in person or with a representative

to submit evidence in writing and to call witnesses in the member's defence

to examine the member's witnesses and to cross-examine other witnesses

to be given any other reasonable opportunity to rebut the charge or charges made

(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 any way repugnant to the Charter or these By-laws.

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.

Congress

16. The membership of Congress and the method of appointment and election of its members shall be governed by the Regulations, and such Regulations may only be amended with a two-thirds majority agreement of the Congress.

17. The frequency and conduct of meetings shall be as decided by the Congress from time to time.

Qualifications for Membership

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

19. *Honorary Fellows*

An Honorary Fellow shall be a person whom the Institution specially desires to honour.

20. *Fellows*

All candidates for election or transfer to the class of Fellow shall satisfy the Board by personal interview or otherwise either:

- (a) that they, being already Chartered Members, have been engaged to an appropriate extent in a position of senior responsibility in chemical engineering; or
- (b) that they, possessing the qualifications for Chartered Membership, have been engaged to an appropriate extent in a position of senior responsibility in chemical engineering.

21. *Chartered Members*

All candidates for election or transfer to the class of Chartered Member shall satisfy the Board by personal interview or otherwise either:

- (a) that they
 - (i) have passed such examination or other assessments as may from time to time be approved by the Board under its Regulations; and
 - (ii) have demonstrated their competence to meet such further requirements as prescribed by the Board's Regulations for the time being or such other requirement or requirements as may from time to time be approved by the Board under such Regulations; and
 - (iii) have undergone training for the profession of chemical engineering or have held a position or positions deemed to provide such training, have had such practical experience and have been employed in a responsible position in chemical engineering for such period as the Board considers sufficient to ensure their level of experience in accordance with the Board's requirements as published in the Regulations;

or

- (b) that they
 - (i) at the invitation of the Board have submitted a satisfactory technical report; and
 - (ii) have undergone training for the profession of chemical engineering or have held a position or positions deemed to provide such training, have had such practical experience and have been employed in a responsible position in chemical engineering for such period, as the Board consider sufficient to ensure their level of experience in accordance with the Board's requirements as published in the Regulations.

22. *Associate Members*

All candidates for election or transfer to the class of Associate Member shall satisfy the Board by personal interview or otherwise:

- (a) that they have passed such examination or other assessments as may from time to time be approved by the Board pursuant to the Regulations;

and

- (b) that they have undergone training in chemical engineering or have held a position or positions deemed to provide such training.

23. *Affiliates*

All candidates for election or transfer to the class of Affiliate shall satisfy the Board by personal interview or otherwise; either

- (a) that they have an interest in chemical engineering

or

- (b) that they are registered for and attending a course of study approved by the Board for the purposes of the Regulations, or otherwise bona fide in the course of preparation and training for a profession, science or industry of relevance to chemical engineering.

24. *Companions*

The class of Companion 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.

Transference

25. At the discretion of the Board and subject to the provisions of these By-laws a properly qualified person may on application be transferred from one class to another. Any such application shall be accompanied by proof of qualification for the higher grading in accordance with these By-laws.

Assessment, Training and Experience

26.

- (a) The Board shall make and publish Regulations governing the requirements relating to:
 - (i) courses of study and/or assessments;
 - (ii) training and experience;
 - (iii) the demonstration of competence; and
 - (iv) the preparation, submission and examination of technical reports.
- (b) Regulations made in accordance with the provisions of this By-law may, without prejudice to the generality of the power:
 - (i) specify examinations or assessments conducted by any institution;
 - (ii) empower the Board from time to time to specify such examinations or assessments;
 - (iii) specify any additional academic requirement; and

- (iv) empower the Board from time to time to specify such additional requirement.

Application Fees and Subscriptions

27. An application fee may be payable on submission of an application for election or transfer to each class of membership. Application fees shall be at rates determined by the Board from time to time.

28. The annual subscriptions payable by members shall be at rates determined by the Board from time to time.

29. 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.

30. 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.

Remission of Subscriptions

31. 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 entrance fee or annual subscription, or any composition for annual subscriptions, or arrears of annual subscription.

Election and Transfer of Voting and Non-Voting members

32. The election of candidates for membership in any class and transfer from membership of one class to another shall be by the Board. Elections of Honorary Fellows shall be conducted in such manner as the Board provide. Every other election of any Voting or Non-Voting member or transfer of any Voting or Non-Voting member 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. The application shall be forwarded to the Chief Executive who shall lay it before the Board.

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 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.

34. Every candidate for election or transfer to the class of Fellow, Chartered Member, Associate Member or Affiliate shall undertake to the Institution that:

- (a) the information supplied to the Institution for the purpose of the candidate's application for such election or transfer is accurate and gives a true picture of his qualifications and eligibility for election or transfer; and
- (b) the candidate shall be bound by and will comply with the provisions of the Royal Charter and By-laws and Regulations of the Institution as from time to time in force.

Such undertaking shall be in a form prescribed by the Board and contained in the form of application

35. The Board shall at such intervals as it decides take into consideration all applications for election or transfer. Subject to the person concerned possessing the appropriate qualifications required by these By-laws, the Board may at its discretion approve the election or transfer of the person concerned.

36.

- (a) When a candidate is elected or transferred as aforesaid and on payment of all fees required by these By-laws, the Chief Executive shall give notice thereof to the candidate whose name shall thereupon be entered in the Register of members.
- (b) Provisional election or transfer shall become void should the required fees remain unpaid three months after notice of election has been served.

Resignation and Removal of Voting and Non-Voting members

37. Any member may resign by written resignation sent to the Chief Executive. However, if a complaint of a breach of the Code of Professional Conduct has been made against a member, that member shall not resign. If such member attempts to resign, he shall be deemed to remain in membership until the complaint has been resolved.

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.

39. All persons who cease from any cause to be a member of the Institution shall remain liable for all sums owing by them 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 whether compounded for or not.

Re-Admission

40. 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.

Meetings

41.

- (a) The meetings of the Institution shall consist of Ordinary Meetings, Annual General Meetings and Extraordinary General Meetings. The Voting members alone shall be entitled to vote at Annual General Meetings and Extraordinary General Meetings. Each person voting shall have one vote.
- (b) Ordinary Meetings of the Institution may be arranged by the Board for the furtherance of 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 determine the conditions of admission to Ordinary Meetings and the manner in which they shall be conducted, but no business relating to the constitution, affairs, direction or management of the Institution shall be transacted thereat.
- (c) The meetings of the Institution shall be held at such times and places as the Board shall appoint. Meetings including General Meetings may be held by electronic means as long as the Board shall be satisfied as to the validity of any votes which may be cast at such meetings.
- (d) 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.

42 The Institution shall hold in each year an Annual General Meeting in addition to any other meetings in that year and 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. The business of the Annual General Meeting shall be to receive and consider the Reports of the Board and the Accounts of the Institution for the past year; to receive the report of the scrutineers of the result of the immediately preceding ballot conducted for the election of Honorary Officers of the Institution and other members of the Board and to receive any report of the persons deemed to have been elected to such Offices; to appoint Auditors and fix their remuneration; and to transact any business brought before the meeting by the Report of the Board. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

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:

- (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;
- (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;
- (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.

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.

Proceedings and Voting at General Meetings

45. Twenty Voting members present in person and entitled to vote shall constitute a quorum for the purpose of any General Meeting. At least two members of the Board, at least one of whom must be an Honorary Officer, must be present throughout any such meeting.

46. 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.

47. 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 chairman 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.

48. The President of the Institution shall be entitled to take the chair at every meeting of the Institution. If there shall be no President or if at any such meeting the President shall not be present within fifteen minutes after the time appointed for holding such meeting or shall be unwilling to act as chairman, the Deputy President, whom failing the Honorary Treasurer shall be chairman. Failing one of the Honorary Officers, one of the members of the Board present at the meeting to be chosen (in default of agreement between them) by lot shall be chairman and if no member of the Board be present and willing to take the chair the Voting members present shall choose one of their number to be chairman.

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.

50. At any General Meeting of the Institution a resolution put to the vote of the meeting shall be decided on a show of hands of the Voting members personally present at the meeting, unless a poll is (before or on the declaration of the result of the show of hands) directed by the chairman or demanded by at least three Voting members present in person or by proxy or has been directed in advance by the Board. Unless a poll be as directed or demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes relating to General Meetings of the Institution shall be conclusive evidence of the fact without proof of number or proportion of the votes recorded in favour of or against any such resolution. The demand for a poll may be withdrawn. The notice of a General Meeting may specify that voting shall be by way of a poll.

51. Any poll duly demanded on the election of a chairman 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 chairman 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.

52. In the case of an equality of votes whether on a show of hands or on a poll the chairman 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.

Votes of Members

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 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.

54. No person shall be appointed a proxy to vote at any General Meeting of the Institution who is not a Voting member of the Institution entitled, as such, to vote at such meeting.

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 in the notice of the General Meeting.

56. 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.

57. 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.

58. 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 chairman of the meeting whose decision shall be final and conclusive.

59. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Board of Trustees

60. The Board shall consist of the following classes of members who shall each be entitled to vote on all Board business:

- the President;
- the Deputy President;
- the Immediate Past President;
- the Honorary Treasurer;
- three Vice-Presidents;
- three ordinary members;
- two regional members;

61. The Board shall be elected under these By-laws and shall direct and manage the concerns of the Institution. The Office of a member of the Board shall be honorary and without remuneration.

62. Any question of doubt or difficulty as to eligibility for, or retirement from, membership of the Board shall be decided by the Board.

63. No member who is an employee of the Institution or prohibited by law from being a charity trustee shall be eligible to be a member of the Board.

64. Unless stated to the contrary, in relation to any period of Office, a year is the time between one AGM and the next AGM.

65. There shall be a Nominations Committee. The Nominations Committee shall consist of six persons being three members nominated by the Board, who shall not be current trustees, and three members nominated by the Congress and shall be elected or constituted in such manner and to hold Office for such period and on such terms as to re-election and otherwise as the Regulations so prescribe.

66. In addition to the President and the Honorary Treasurer, the Honorary Officers of the Institution shall consist of a Deputy President and an Immediate Past President. All members of the Board, including the Honorary Officers, shall be elected. The Honorary Officers shall be elected annually. Those eligible for election as President shall be the Deputy President or, if in the opinion of the Board special circumstances exist, a Fellow. The person eligible for election as the Immediate Past President shall be the retiring President. Those eligible for election as Honorary Treasurer shall be as determined by the Nominations Committee.

67. All the Honorary Officers shall retire at each Annual General Meeting but shall be eligible for re-election except that no persons shall be eligible for re-election as President or Deputy President if such re-election would involve their holding Office as such consecutively for more than two terms of Office exclusive of any period for which they shall have been appointed to such Office by the Board to fill a casual vacancy. The Honorary Treasurer shall not be eligible for re-election if such re-election would involve their holding Office as such for more than six years.

68. No person other than a Fellow shall be capable of holding Office as Deputy President.

69. The Board may fill any casual vacancy in any of the Honorary Offices or in the Board which shall occur between one Annual General Meeting and another, and any Honorary Officer or 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. Such a vacancy shall be deemed to be a casual vacancy within the meaning of this By-law

70. The powers and duties of the Honorary Officers of the Institution shall subject to any express provision in the Charter or in these By-laws be determined by the Board.

71. The Vice Presidents, ordinary members and regional members of the Board (all of whom shall be Voting members elected as hereinafter mentioned) shall be elected for a term not exceeding three years nor less than one year. No member shall be eligible for election to the Board otherwise than as Deputy-President, President or as Immediate Past President:

- (a) who has served nine years in all on the Board;
- (b) who is serving the second of two consecutive terms on the Board at the date fixed by the Board for the receipt of nominations for the next Board election.

72. 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.

73. Members of the Board appointed under these By-laws shall serve for such period as defined in these By-laws as shall be determined by the Nominations Committee, having regard to the need to create a pattern of rolling retirements in the interests of continuity of the Board. 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 for re-election subject to any maximum term of service provided in these By-laws.

74. The Office of an Honorary Officer or other member of the Board shall be vacated if:

- (a) such person becomes incapable by reason of mental or other disorder of discharging the responsibilities of a member of the Board.
- (b) such person shall be disqualified by law from being a charity trustee;
- (c) without the leave of the Board such person fails 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 such person's Office be vacated;
- (d) such person resigns such Office by notice in writing given to the Chief Executive;
- (e) such person ceases to be a member;
- (f) by a two-thirds majority, the Board resolves 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
- (g) the Voting members so resolve in General Meeting.

Nominations and Ballot for Election to the Honorary Offices and the Board

75. Not later than eleven weeks before each Annual General Meeting the Board shall send to each Voting member entitled to vote a list which may be in electronic form of the retiring members of the Board.

76. Any five Voting members may nominate any duly qualified person as a candidate for any such vacancy of the Board by delivering either physically or electronically to the Chief Executive within three weeks after the date of dispatch of the list mentioned in the immediately preceding By-law hereof a nomination in writing duly signed by the nominators together with the written consent to act if elected of the person nominated but each such nominator shall be debarred from nominating any other person for the same election. 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.

77. 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 referred to in these By-laws stating the names of the nominators and being in all other respects in such form as the Board shall prescribe. Provided that if the candidates nominated for any class of vacancy are not more in number than the vacancies of that class the persons so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy.

78. The Board shall take such steps as it considers expedient to ensure the secrecy of the ballot. The form and content of the ballot papers shall be determined by the Board. 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 and these By-laws.

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

80. The Board shall appoint scrutineers from amongst the Voting members of the Institution other than the candidates and they shall not be more than six in number of whom not more than two shall be members of the Board; and any three or more of them shall together constitute a quorum and shall be entitled to do for the purposes of this By-law all things required of scrutineers. The scrutineers together shall open the ballot papers at any time after the final date for their return and count the votes and complete and sign a report of the result for the President of the Institution for presentation to the immediately following Annual General Meeting.

81. The report shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate and the names of those who are duly elected. In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Board owing to an equality of votes, they shall state the names of the candidates having the same number of votes and the chairman of such Annual General Meeting shall determine by a casting vote (in addition to any vote that the chairman may have given as a Voting member) which candidate or candidates shall be treated as elected, and any question regarding the acceptance or rejection of votes shall be dealt with by the chairman.

82. Honorary Officers and other 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.

Powers and Proceedings of the Board

83. The Board shall direct and manage the property and the affairs of the Institution in accordance with the Charter and these By-laws and 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.

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, provided that such Regulations shall not be inconsistent 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 two-thirds majority agreement of the Congress.

84. The Board may subject to the provisions of these By-laws meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum necessary for the transaction of business shall be not less than seven members of the Board but the Board may determine that any such number in excess of seven as it thinks fit shall be required to constitute a quorum. Until otherwise demanded by the Board seven members of the Board shall form a quorum.

The Board may agree that some or all of its meetings shall be held such that some or all of its members communicate or attend by electronic means rather than by attendance in person. The arrangements for such meetings shall be agreed by the Board and published in the Regulations but, for the avoidance of doubt, all members of the Board, however participating in such meetings, shall be counted as part of the quorum and shall be entitled to exercise their votes on any matters under discussion.

85. The Chief Executive shall convene a meeting of the Board upon the request of any Honorary Officer or of any two members of the Board. Meetings of the Board shall (unless the Board shall otherwise determine) be called by notice sent by post or electronically to the registered or last known address of each member of the Board, and such posted notices shall be posted at least seven days before the time for holding the meeting and 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.

86. The provisions of these By-laws as to the chairmanship at General Meetings shall apply with any necessary modification for the chairmanship of meetings of the Board.

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

88. 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.

89. The continuing members of the Board at any time may act as the Board notwithstanding any vacancy in their number provided that in the event of the number of members of the Board being at any time fewer than that necessary to constitute a quorum the continuing members at such time may act as the Board for the purpose of filling casual vacancies and for the purpose of convening the Annual or an Extraordinary General Meeting of the Institution but for no other purpose.

90. The Board may delegate any of its powers (other than the power to borrow money) to standing or special committees of the Board consisting of members (Voting or Non-Voting) provided that the chairman of such a committee is a Voting member.

Any committee so formed shall in the exercise of the powers so delegated conform to any directions that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more persons shall be governed by the provisions herein contained regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under this By-law.

91 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 Honorary Officer of the Institution shall (notwithstanding that it shall be afterwards 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.

92. The Board shall cause Minutes to be duly entered into the books provided for the purpose of:

- (a) all elections or appointments of Honorary Officers and of all other members of the Board and of all other Officers or officials;
- (b) the names of the members present at each meeting of the Board and of any committee of the Board
- (c) all resolutions and proceedings of General Meetings of the Institution and of meetings of the Board and of any committee of the Board.

Any minutes of any such meeting if purporting to be signed by the chairman of such meetings or by the chairman of the next succeeding meeting shall be receivable as evidence of the matters stated in such minutes.

93.

- (a) 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, and the Board shall have power from time to time to vary such investments and to appoint advisers to make such investments on its behalf
- (b) The Board shall have the power at any time and from time to time:
 - (i) to appoint by writing (and in like manner to revoke or vary the terms of any such appointment) 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;
 - (ii) to 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.
 - (iii) to 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.

94. The Board shall afford reasonable facilities for any member to have access during business hours to the Register of members and the books containing the Minutes of proceedings of any General Meeting of the Institution. No 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.

95.

- (a) The Board shall cause proper books of accounts to be kept and shall 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. A copy of the same accounts, signed by two members of the Board and of the report of the Auditor or Auditors shall be provided in electronic form to every member entitled to receive notice of the Annual General Meeting not less than twenty-one clear days before the Annual General Meeting before which they will be laid.
- (b) At each Annual General Meeting the Institution shall appoint an Auditor or Auditors of the Institution to hold Office until the close of the next Annual General Meeting. The fees of the Auditor or Auditors shall be determined by Board. The Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by statute.

Appointment and Duties of Officers, and others

96.

- (a) The Honorary Treasurer shall take charge of the uninvested funds of the Institution (except any monies left in the hands of the Chief Executive for current expenses) and shall cause the same to be paid to the credit of the Institution into such bank or banks as the Board shall approve.
- (b) 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.
- (c)
 - (i) 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 Honorary Treasurer as appropriate, any matters of importance or difficulty requiring urgent decision.
 - (ii) 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.
- (d) 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

97. 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 and 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.

98. 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.

Formation of Local Groups, Subject Groups and Special Interest Groups

99. The formation of local groups of members, subject groups of members and special interest groups of members and the rules for the conduct of each of them and their financial frameworks shall be subject to the approval of the Board. The Chairman of each such group shall be a member of the Institution. Such groups shall be part of the Institution and therefore subject to its Charter, By-laws, and Regulations and to the direction of the Board. Furthermore, their resources shall be owned by the Institution.

The title Institution of Chemical Engineers, the abbreviation IChemE, the logo and the heraldic arms may only be used with the approval of the Board and under any conditions that it may impose.

100. The arrangements for meetings of such groups shall be subject to the general approval of the Board and shall be consistent with the objects and purposes for which the Institution is constituted.

On occasions the Board may create a joint group with another institution comprising members of the both institutions. Such a group shall be governed by the provisions of the Charter, By-laws and Regulations of the Institution of Chemical Engineers unless its Board shall decide otherwise and by any terms of reference that both institutions shall agree.

101. The Board shall have power to dissolve any such group at any time at which time all the assets of the said group shall revert to the Institution. The disposition of such assets shall be determined by the Board.

Premises

102. The Board may from time to time make Regulations as to the use of the Institution's premises or any part thereof.

103. The Board may from time to time make Regulations prescribing the times of opening and closing of the Institution's premises and for maintaining order therein.

Publications

104. The publications of the Institution shall be published as and when, and shall contain such matter as the Board may decide.

Indemnity and Responsibility

105. Every Honorary Officer of the Institution and every other member of the Board and every Officer of a group of the Institution and other person approved by the Board and every employee of the Institution for the time being and their heirs, executors and administrators shall be indemnified by the Institution 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.

Notices

106. Any notice may be served or any communication may be sent by the Board or by the Chief Executive 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. "Address" in relation to electronic communications includes any number or address used for the purpose of such communications.

107. Any notice or communication served or sent by pre-paid post shall be deemed to have been served or delivered at the expiration of fourteen days after the date it was dispatched and in proving 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. Any notice or communication served using electronic communications shall be deemed to have been served at the expiration of 48 hours after the time it was sent and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.