

Explanatory Note on the Proposed 2022 Amendments to the IChemE By-laws

1. Introduction

1.1 The Institution's governance arrangements are described in a hierarchical set of documents, with each level taking precedence over the level below. As you progress down the levels, then further particulars and details are provided. The document levels are as shown in Table 1 below. Following good governance practice, the Royal Charter should set out the objects, the powers and the duties of the Institution, establishing the high-level principles. Information on the award of Royal Charters is contained on the Privy Council website which can be found at the following [here](#). It should be noted that the Privy Council website states:

“Charters are normally reserved for bodies that work in the public interest (such as professional institutions and charities) and which can demonstrate pre-eminence, stability and permanence in their particular field.”

Such requirements have broadly been in place since IChemE was first granted its Charter. The holding of the Charter means that the Institution must act in the public interest.

1.2 The Institution has status as a legal entity through its incorporation by Royal Charter, a copy of which can be found [here](#). Together with the By-Laws, these key documents act as the equivalent of the Articles of Association for a company. Amendments to the Royal Charter and the By-laws, require the support of the members, which may be provided via an electronic poll, alongside the support of the Engineering Council and interested UK Government Departments, before they are presented to the Privy Council Office for final approval.

Level	Document	Approved by	Supported by
1	The Royal Charter	HM the Queen (acting in Council)	2/3 majority of the member votes cast in a poll.
2	The By-laws	The Privy Council	2/3 majority of the member votes cast in a poll.
3	Regulations	The Board of Trustees	Simple majority trustee vote
4.	Guidance	IChemE principal Committees	Simple majority committee vote

Table 1. IChemE Governance Document Hierarchy.

1.3 Below the Royal Charter and By-laws the Institution has four separate sets of regulations as follows:

- Academic and Education Regulations
- Governance Regulations
- Training and Experience Regulations
- Disciplinary Regulations

The main Regulations can be found [here](#) and the Disciplinary Regulations can be found [here](#). The Regulations contain the necessary detail that enable IChemE to operate processes to consistent standards.

1.4 IChemE is committed to continuous improvement and in 2020 established a member- led Governance Panel with responsibility for keeping the key documents under review, to ensure that they reflect current good practice and continue to meet the needs of the organisation and its members. Each of the principal committees that report to the Board of Trustees (e.g Qualifications Committee, Learned Society Committee and Member Engagement Committee) is asked annually to identify changes that should be proposed to the key documents so that they remain relevant to the way in which their activities are conducted. This can result in incremental changes on an annual basis, but also periodically more fundamental change (such as that required for the creation of the Congress in 2018).

1.5 As with any organisational governance that adjusts incrementally, there is a risk of inconsistency arising from piecemeal change. It is recognised by the Trustees that a holistic review for the IChemE's key documents is required to consider this, and they have asked the Governance Panel to look at this as part of its programme of future work. Such an exercise will take time, and so in the interim, a number of lesser amendments have been drafted to address the needs arising from the Institutions current work programmes.

2. Proposed 2022 Amendments

2.1 A summary of the proposed amendments to the By-laws is attached in tabular format at **Annex A**. The table has four columns as follows: Column 1 sets out the current text; Column 2 sets out the amendment to the current text using 'track changes'; Column 3 sets out the final text as it will appear once approved; and Column 4 provides a short justification for the amendment. The text is drafted in language that will be accepted by the Privy Council, rather than being presented as a communications piece for the wider membership. It is therefore noted that this legalistic approach can result in long and complex sentences. A more detailed explanation for each respective change is shown below:

2.1.1 **By-Law 67 – Term of office for the Honorary Treasurer.** In order to ensure continuity of office, it was felt that a three-year term of office for the Honorary Treasurer was more appropriate than the current 12-month term and would bring it into line with other trustee positions. With regard to the length of service, the Institution's Congress suggested that the maximum term of office for the Honorary Treasurer might be nine years. This is addressed here and by the stipulation contained in By-Law 72 that no-one may hold office for more than nine years.

2.1.2 **By-Law 68 – Honorary Treasurer.** In view of the changes proposed in By-Law 67, the reference to the need for the Honorary Treasurer to retire annually can be removed, along with reference to the previous maximum term of office for the role.

2.1.3 **By-Law 72 – Terms of office .** As a result of the proposed change to By-Law 74, it was recognised that in the interests of continuity, the Board of Trustees themselves needed to create a pattern of rolling retirements from the Board prior to the annual elections. In addition, it was also deemed appropriate that the eligibility restriction in relation to previous service on the Board should not apply to any of the Honorary Officer roles, whereas it had previously only applied to those in the line of presidential succession.

2.1.4 **By-Law 74 – Removal of reference to Nominations Committee.** As all of the terms of office for the various Trustee roles and the power to vary them were referred to elsewhere in the By-Laws, the need for the Nominations Committee to determine the length of the terms could be removed.

2.1.5 **By-Law 82 – Clarification on the provision on independent scrutiny for ballots.** This change had been omitted from the amendments proposed in 2021. As per By-law 81, the introduction of electronic voting and the use of an independent third party provider has effectively removed the need, on those occasions when such services are contracted, for scrutineers. However, scrutineers may still be required if a paper ballot were to be conducted. The use of the term ‘independent report’ allows for such scrutiny.

2.1.6 **By-law 108 – Focus on electronic communications.** In order to reflect the current communication trends, the paragraphs are re-ordered so that the reference to electronic communication is the dominant one.

Annex A: Proposed 2022 Amendments to the IChemE By-laws

Ref	Original	Original with changes highlighted	Proposed final text	Explanatory remarks
BL67	<p>67. 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.</p>	<p>67. 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 Deputy President, President and Immediate Past President 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. The Honorary Treasurer shall be elected for a term of three years renewable for three terms.</p>	<p>67. 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 Deputy President, President and Immediate Past President 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. The Honorary Treasurer shall be elected for a term of three years renewable for three terms.</p>	<p>1. In order to provide greater continuity and consistency, it was considered that a three year term of office for the Honorary Treasurer was more appropriate.</p> <p>2. At the request of Congress, it is proposed that the maximum term of office for the Honorary Treasurer is nine years (ie three terms)</p>
BL68	<p>68. 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 them 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-</p>	<p>68. All the Honorary Officers The Deputy President, President and Immediate Past President 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 them 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</p>	<p>68. The Deputy President, President and Immediate Past President 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 them 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.</p>	<p>1. In the light of the changes proposed in By-Law 67, the removal of the need for the Honorary Treasurer to retire annually and the maximum term of office for that role.</p>

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	election if such re-election would involve their holding Office as such for more than six years.	Treasurer shall not be eligible for re-election if such re-election would involve their holding Office as such for more than six years.		
BL72	<p>72. 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:</p> <p>(a) who has served nine years in all on the Board;</p> <p>(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.</p>	<p>72. 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. Having regard to the need to create a pattern of rolling retirements in the interests of continuity, the Board of Trustees shall determine the terms prior to any election. No member shall be eligible for election to the Board otherwise than as Deputy-President, President or as Immediate Past President Honorary Officers:</p> <p>(a) who has served nine years in all on the Board;</p> <p>(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.</p>	<p>72. 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. Having regard to the need to create a pattern of rolling retirements in the interests of continuity, the Board of Trustees shall determine the terms prior to any election. No member shall be eligible for election to the Board otherwise than as Honorary Officers:</p> <p>(a) who has served nine years in all on the Board;</p> <p>(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.</p>	<p>1. Clarify the need for the Board of Trustees to create a pattern of rolling retirements prior to each election.</p> <p>2. Clarify that the eligibility restriction in relation to previous time served on the Board does not apply to any of the Honorary Officer roles, whereas it had previously only applied to those in the line of presidential succession.</p>
BL74	74. 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	74. 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	74. Members of the Board appointed under these By-laws shall serve for such period as defined in these By-laws. Retiring members of the Board shall be deemed to hold Office until the conclusion of the meeting at which they retire and shall be eligible to stand for election to any vacancy for which they	<p>1. Removal of the reference to the Nominations Committee as all of the terms of office are now referred to elsewhere in the By-Laws.</p> <p>2. Removal of the reference to the creation of a pattern of rolling retirements amongst the members</p>

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	members of the Board shall be deemed to hold Office until the conclusion of the meeting at which they retire and shall be eligible to stand for election to any vacancy for which they are qualified subject to any maximum term of office provided in these By-laws.	Board shall be deemed to hold Office until the conclusion of the meeting at which they retire and shall be eligible to stand for election to any vacancy for which they are qualified subject to any maximum term of office provided in these By-laws.	are qualified subject to any maximum term of office provided in these By-laws.	of the Board. This has now been included in By-Law 72.
BL82	82. 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. 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 independent report 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. 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 independent report 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	1. Clarify that the requirement is for an independent report which allows for member scrutiny where this is required.
BL108	108. 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	108. 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	108. Any notice or communication served using electronic communications shall be deemed to have been served at the expiration of 48 hours after the time	1. In order to reflect current communication trends, a re-ordering of paragraphs to make the reference

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	<p>days after the date it was dispatched and in certifying such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, pre-paid and delivered to the carrier. 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 shall be conclusive evidence that the notice was given.</p>	<p>days after the date it was dispatched and in certifying such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, pre-paid and delivered to the carrier. 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 shall be conclusive evidence that the notice was given. Any notice or communication served or sent by pre-paid post shall be deemed to have been served or delivered at the expiration of fourteen days after the date it was dispatched and in certifying such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, pre-paid and delivered to the carrier.</p>	<p>it was sent and proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given. Any notice or communication served or sent by pre-paid post shall be deemed to have been served or delivered at the expiration of fourteen days after the date it was dispatched and in certifying such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, pre-paid and delivered to the carrier.</p>	<p>to electronic communication the dominant one.</p>