

**APPENDIX D – EXPLANATORY NOTE ON THE PROPOSED  
CHANGES TO IChemE’S ROYAL CHARTER  
& BY-LAWS - 2024**

## Explanatory Note on the Proposed 2024 Amendments to the IChemE Royal Charter and 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 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 [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 King (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 As with any organisational governance that adjusts incrementally, there is a risk of inconsistency arising from piecemeal change. It was recognised by the Trustees that a holistic review for the IChemE's key documents was required to consider this, and they asked the Governance Panel to look at this as part of its programme of work. The Governance Panel asked external consultant, Chris Kirby, to carry out this review.

1.5 The Royal Charter has undergone minimal change, while the By-Laws have been extensively re-organised and re-written, although predominantly the meaning remains unchanged. Opportunity was taken to make a number of changes required to align with recent changes to charity law in England & Wales and in Scotland and to the composition of the Board and closely related matters.

1.6 The Board of Trustees identified Congress as the appropriate and best placed group in the Institution to review the working draft of the Royal Charter and By-laws and to provide a view. They were, therefore, asked to provide feedback specifically covering:

- **Organisation and sequencing of content** : The By-Laws had been generally updated in terms of language, where appropriate, layout and organisation, and the content had been re-ordered, separated out or combined, reworded for clarity and added to. Congress were therefore asked to look at whether the meaning of the contents was clear, whether the contents were in a logical order and whether there were any contradictions between clauses.

- **Removal of content from the By-Laws to the Regulations** : The Regulations may be changed by the Board, whereas the By-Laws may only be changed with the consent of the Voting members, obtained by vote. There are, therefore, practical and financial benefits of moving detail from the By-Laws to the Regulations. A balance had to be struck between these benefits and the need to keep key or constitutional matters in the By-Laws and, therefore, under the control of the Voting membership. Congress were asked to consider whether any content that had been removed from the By-laws for inclusion in the Regulations should, in fact, be retained in the By-Laws, and whether any further content that had been retained in the By-Laws could be moved to the Regulations without undermining the key constitutional control of the Voting membership.

1.6 Following the consultation, Congress provided feedback to the Governance Panel prior to the final version of the proposed changes being approved by the Board of Trustees at their February 2024 meeting.

## 2. Proposed 2024 Amendments

2.1 Summaries of the proposed amendments to the Royal Charter and By-Laws are attached in tabular format at **Annex A, B and C**. Each 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 is likely to 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 more complex sentences. A more detailed explanation for some of the key changes follows.

### **3. Royal Charter**

3.1 The key proposed changes to the Royal Charter relate to the Objects and Powers of the Institution.

3.2 The specific clause relating to the Institution's Objects has been restructured and re-worded. The amended text now emphasises the reference to public benefit at the beginning as well as including reference to the application and professional practice of chemical engineering. In response to the recommendation from the Institution's Centenary Steering Group, reference to 'sustainable' has also been included. Some details have also been removed to make it less prescriptive.

3.3 The addition of introductory text in the 'Powers' clause is to emphasise that the powers only relate to the pursuit of the Institution's objects and purposes, and that they are to be exercised in a way consistent with the Institution's charitable status.

3.4 As the maintenance of members' professional standards is a key activity of the Institution, the undertaking of which has potential legal implications, it was felt prudent to mandate it at the highest level, ie in the Royal Charter. As a result, the proposed new clause 3.2, provides the Board with the specific power to make, revise and publish the Code of Professional Conduct and the Disciplinary Regulations.

3.2 The majority of the remaining proposed changes relate to a re-ordering of the clauses, some of which have also been amended for both clarity and brevity.

### **4. By-Laws**

4.1 A key change to proposed By-Law amendments is the inclusion of Associate Members as Voting Members of the Institution, as well as those Technician Members who are in the Affiliate grade of membership.

4.2 A number of the changes surround the composition of the Board of Trustees, specifically in terms of eligibility and terms of office

4.3 The highlighted text indicates the sections of the current By-Laws that are intended to be moved to the Regulations.

4.4 As with the changes to the Royal Charter, the majority of the proposed amendments to the Institution's By-Laws relate to a re-ordering of the clauses and also some re-wording for clarity.

### **5. Original By-Law 20 (Proposed new By-Law 16.2)**

5.1 Amendment relating to Fellow grade of membership – This proposed amendment reflects the Institution's desire and need to be truly diverse and inclusive, welcoming worthy individuals contributing to chemical and process engineering into our Fellow grade of membership from a wider range of backgrounds than has been possible to this point. This will strengthen the Institution's voice and contributions to crucial national and international discourse whilst maintaining the highest professional standards.

5.1 This proposed amendment – building on work by the Membership and Qualifications Committee and supported strongly by the Board of Trustees – 'decouples' FIChemE from Chartered Engineer status. This enables the Institution to attract into membership and recognise those who have made significant contributions to chemical and process engineering, including from 'non-

traditional' routes such as first degrees in other engineering or science subjects. This brings IChemE into line with other Engineering Institutions and professional societies and allows us to recognise the significant contribution and importance of many people working in and supporting chemical and process engineering, such as academics, those driving innovation in new technologies, research and public service.

5.3 This change will strengthen the Institution's voice on behalf of the membership, enabling us to embrace individuals of appropriate standing from a range of backgrounds and positions. The added diversity of our Fellows will significantly strengthen the influence that the membership can have on policy – in the UK, Australasia, Malaysia, Singapore and globally. It will also extend the networks and opportunities available to members, benefitting chemical and process engineering, and wider society.