

# CHARTER OF SOCIETY OF CHEMICAL INDUSTRY



# CHARTER

**ORIGINAL CHARTER 1907  
SUPPLEMENTAL CHARTER 1986**

**AMENDED 2007 CHARTER  
SOCIETY OF CHEMICAL INDUSTRY, 14/15 BELGRAVE SQUARE, LONDON, SW1X 8PS UK**

**TEL: +44(0) 20 7598 1500 FAX: +44(0) 20 7598 1545  
FOUNDED 1881 INCORPORATED BY ROYAL CHARTER 1907 REGISTERED CHARITY NO 206883**

**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 by an humble Petition the Society of Chemical Industry (hereinafter called "the Society") has represented unto Us:

- (a)** that the Society was incorporated by Royal Charter granted in the year of our Lord One thousand nine hundred and seven (hereinafter called "the Original Charter") having as its primary object the advancement of applied chemistry in all its branches and is now constituted according to the Original Charter;
- (b)** that the Society has continuously fulfilled its objects and duties in the manner prescribed;
- (c)** that some of the provisions of the Original Charter have become obsolete and it is desirable for the better performance of the Society's objects and functions that the Original Charter should be revoked save with respect to the incorporation of the Society and replaced by a new Charter better fitted to that end.

**NOW, THEREFORE KNOW YE** that we, having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents for Us, Our Heirs, and Successors do grant and declare as follows:

**1.** The provisions of the Original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal with power to alter and renew the same, and the power to sue and be sued and to purchase, hold and dispose of real or other property, and require that the Society shall apply its profits and income to its objects and shall not pay dividends to its Members) and the existing By-laws of the Society shall be revoked with effect from the 1st day of April on thousand nine hundred and eighty six (hereinafter referred to as "the Effective Date"), but this revocation shall not affect the validity or legality of any act, deed or thing already done or executed under the Original Charter or the said By-laws.

## **2. OBJECTS**

The objects (the "objects") of the Society shall be to advance the application of chemistry and related sciences for the public benefit by:

- 2.1** furthering the practical application of discoveries in the field of chemistry and related sciences to the products and processes of industry;
- 2.2** providing a forum in which multi-disciplinary discussions on the opportunities and problems of industry can take place and publishing appropriate journals, books and other communications;

- 2.3** granting medals, lectureships, scholarships and other awards;
- 2.4** carrying out, or assisting in the carrying out of, investigations into matters of public concern relating to the practical application of chemistry and related sciences;
- 2.5** bringing to public notice the benefits accruing from the practical application of chemistry and related sciences; and
- 2.6** all such other charitable means;  
but such objects shall not comprise nor shall this Our Charter confer upon the Society any power or right to act as an examining body for the purpose of prescribing or holding examinations whereby degrees, qualifications or authority to practice or to use any distinctive title can or may be conferred upon practising chemists or any other persons whatsoever whether or not Members of the Society.

### **3. POWERS**

In furtherance of the above objects (but not otherwise) the Society has the following powers to do anything within the law which promotes or is ancillary to the objects:

- 3.1** to publish journals, magazines, newsletters and information;
- 3.2** to organise events, lectures, seminars, training and symposia;
- 3.3** to charge and collect Membership subscriptions;
- 3.4** to promote, commission or carry out research;
- 3.5** to provide advice;
- 3.6** to raise funds (but not by means of taxable trading);
- 3.7** to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993 as amended by the Charities Act 2006 and any subsequent legislation);
- 3.8** to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 3.9** to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 3.10** to let or dispose of property of any kind;
- 3.11** to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 3.12** to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 3.13** to set aside funds for special purposes or as reserves against future expenditure;
- 3.14** to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);

- 3.15** to delegate the management of investments to a financial expert, but only on terms that:
- (A)** the investment policy is set down in writing for the financial expert by the Board of Trustees;
  - (B)** every transaction is reported promptly to the Board of Trustees;
  - (C)** the performance of the investments is reviewed regularly with the Board of Trustees;
  - (D)** the Board of Trustees is entitled to cancel the delegation arrangement at any time;
  - (E)** the investment policy and the delegation arrangement are reviewed at least once a year;
  - (F)** all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
  - (G)** the financial expert must not do anything outside the powers of the Board of Trustees.
- 3.16** to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 3.17** to constitute and delegate powers to such standing committees as the Board of Trustees may think fit;
- 3.18** to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.19** to purchase and maintain insurance for the members of the Board of Trustees against the costs of a successful defence of a criminal prosecution brought against them as members of the Board of Trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society which is or is alleged to be a breach of trust or breach of duty, unless the member of the Board of Trustees concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.20** to employ paid or unpaid agents, staff or advisers;
- 3.21** to enter into contracts to provide services to or on behalf of other bodies;
- 3.22** to establish where necessary local branches;
- 3.23** to procure the Society to be registered or recognised in any foreign country or place;
- 3.24** subject to Article 7.7 of this Charter to enter into agreements for the purpose of amalgamating with other charitable societies;
- 3.25** to assist and co-operate with other organisations; and
- 3.26** to establish subsidiary companies to assist or act as agents for the Society.

#### **4. BENEFITS TO MEMBERS OF THE SOCIETY**

The property and funds of the Society shall be used only for promoting the objects and do not belong to the Members of the Society except as provided for in the By-laws.

## 5. MEMBERSHIP AND QUALIFICATIONS

Provisions as to Membership and Members' qualifications shall be provided for in the Rules.

## 6. MEETINGS

The meetings of the Society, its committees and groups shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

## 7. GOVERNANCE

- 7.1** There shall be a Board of Trustees of the Society consisting of such number of Members to be elected or constituted and to hold office for such period and on such terms as to re-election or otherwise as the By-laws or the Rules for the time being shall prescribe.
- 7.2** The overall direction and management of the Society and its affairs and business shall be vested in the Board of Trustees subject to the provisions of these Presents and the By-laws and the Rules. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe.
- 7.3** Rules shall regulate meetings of the Board of Trustees, its proceedings and the appointment of groups, committees and sub-committees and any other matters connected with the exercise and discharge of the powers and duties of the Board of Trustees.
- 7.4** The Society shall have a President and may have a President's Council such officers with such functions, tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Board of Trustees may from time to time appoint.
- 7.5** The Society may by special resolution passed by not less than two-thirds of the Members voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules from time to time make such By-laws as shall seem to it requisite and convenient for the regulation, government and advantage of the Society and from time to time revoke, amend or add to any By-law or By-laws heretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-law, revocation, amendment, or addition shall take effect until the same shall have been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 7.6** The Board of Trustees may by special resolution passed at a meeting by not less than two-thirds of the members of the Board of Trustees present and voting (being an absolute majority of the whole number of the members of the Board of Trustees) and confirmed by not less than two-thirds of the Members of the Society voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. Provided that no such revocation, amendment or addition shall be made which shall cause the Society to cease to be a charity at law other than in the case of dissolution under Article 8 of this Charter. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
- 7.7** The Society may enter into agreements for the purpose of amalgamating with any kindred charitable society, provided that any such amalgamation shall be approved by a resolution passed by not less than two-thirds of the Members of the Society voting (in person, by post, electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws and thereafter the members of such kindred society shall, subject to such conditions as the agreement may prescribe, be Members of the Society. No agreement entered into under this Article shall take effect until it shall have been allowed by Us in Council.

**7.8** The Board of Trustees may make and from time to time revoke, amend or add to the Rules as required for the regulation, government and advantage of the Society, its members and property, and for the furtherance of the objects and purposes of the Society. Provided that no such Rules or any revocation of or amendment or addition to any such Rules shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm.

**7.9** The first By-laws to be made under these Presents shall be those made by the voters of the Society and annexed hereto.

## **8. DISSOLUTION**

**8.1** The Board of Trustees may by special resolution passed and confirmed as described by Article 7.6 of this Charter hereof Surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs and Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.

**8.2** If the Society is wound up or dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Society and if more than one then in such shares or proportions and in such manner in all respects as the Board of Trustees may, in their discretion, decide.

## **9. INTERPRETATION**

The Board of Trustees shall make Rules concerning the definitions contained in this Charter, the By-laws and the Rules.

## **10. CONCLUSION**

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 adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

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

**Witness Ourselves at Westminster this .....of Our Reign**

**By Warrant under the Queen's Sign Manual.**



SCI is a global organisation - connecting science with business.

Society of Chemical Industry, 14/15 Belgrave Square, SW1X 8PS, London, UK

T: +44 (0)20 7598 1500 E: [execpa@soci.org](mailto:execpa@soci.org) [www.soci.org](http://www.soci.org)

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# THE BY-LAWS OF SOCIETY OF CHEMICAL INDUSTRY





# THE BY-LAWS OF SOCIETY OF CHEMICAL INDUSTRY

## 1. MEMBERSHIP

Membership of the Society shall be open to any member of the public interested in the objects of the Society who has attained the age of eighteen years. The admission of Members, the register of Members, annual subscriptions, life compositions, certain disqualifications of Members whose subscriptions are in arrears, resignation of Members, suspension or termination of Membership and restriction on the use of distinctive titles or initials, general meetings of Members and any other matter concerning the Membership of the Society shall be provided for by Rules made in accordance with the Charter and these By-laws by the Board of Trustees of the Society.

## 2. THE BOARD OF TRUSTEES

**2.1** In this By-law 2, a “year” means the period between one AGM and the next.

**2.2** The members of the Board of Trustees as Charity Trustees have control of the Society and its property and funds.

### Composition of the Board of Trustees

**2.3** All members of the Board of Trustees shall be Members of the Society.

**2.4** Subject as otherwise provided by these By-laws, the members of the Board of Trustees shall comprise:

- (A)** not more than twelve Trustees elected by the Members at the AGM in accordance with the By-laws and Rules, each for a term of office of three years (“Ordinary Trustees”);
  - (B)** an Honorary Treasurer, elected by the Members at the AGM in accordance with the By-laws and Rules for a term of office of three years;
  - (C)** a Chair of Trustees, appointed by the Board of Trustees at the time of the AGM from candidates nominated by a nominations committee established by the Board of Trustees, unless such a nominations committee is not in existence and then from candidates nominated by the Board of Trustees, for a term of office of three years;
  - (D)** a Vice Chair of Trustees, if required by the Board of Trustees, appointed by the Board of Trustees at the time of the AGM from candidates nominated by a nominations committee established by the Board of Trustees, unless such a nominations committee is not in existence and then from candidates nominated by the Board of Trustees, for a term of office of one year; and
  - (E)** up to seven Trustees appointed by the Board of Trustees at any time, from candidates nominated by a nominations committee established by the Board of Trustees, unless such a nominations committee is not in existence and then from candidates nominated by the Board of Trustees, each for a term of office of three years (“Co-opted Trustees”);
- (together the “Board of Trustees”).**

- 2.5** Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Society before eligible to vote at any meeting of the Board of Trustees.
- 2.6** If there ceases to be a quorate number of Trustees, or the Chair of Trustees or the Vice Chair of Trustees, or the Honorary Treasurer, step down, then the Board of Trustees may co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number, but a Trustee so co-opted only holds office until the next AGM.

### **Retirement and Removal of Trustees**

- 2.7** No Trustee shall serve on the Board of Trustees for longer than six consecutive years unless, exceptionally in the best interests of the Society, the Board of Trustees resolve by at least a seventy-five percent majority that a Trustee shall be eligible to serve a further consecutive term of office, whether in the same or another capacity, of up to three years. Provided always that the maximum time limits a person may serve as Honorary Treasurer or Chair of Trustees laid out below shall not be exceeded.
- 2.8** At each AGM of the Society, Ordinary Trustees, the Honorary Treasurer, and Co-opted Trustees who have served for a term of office of three whole or two years and one part year shall retire with immediate effect.
- 2.9** Ordinary Trustees and Co-opted Trustees who have served one term of office shall be eligible to serve up to a further consecutive three year term in any capacity on the Board of Trustees, but subject to By-law 2.7 they shall then retire and be eligible to serve for further three year terms only if each subsequent term of office is preceded by an interval of one year from the end of the previous term of office.
- 2.10** An Honorary Treasurer may not serve in that capacity for more than two terms of three years, whether consecutive or otherwise. A person who has served as Honorary Treasurer may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years of the Board of Trustees they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.11** A Chair of Trustees may not serve in that capacity for more than one term of three years. A person who has served as Chair of Trustees may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years on the Board of Trustees, they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.12** A Vice Chair of Trustees who has served one term of office shall be eligible to serve for two further consecutive one year terms in that capacity under a single Chair of Trustees. A person who has served as Vice Chair of Trustees may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years on the Board of Trustees, or where he or she has served only one or two terms as Vice Chair of Trustees then four or five consecutive years respectively, they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.13** The term of office of a member of the Board of Trustees automatically terminates if he or she:
- (A)** becomes prohibited by law from being a member of the Board of Trustees; or
  - (B)** becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (C)** in the written opinion, given to the Board of Trustees, of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months; or

- (D) is absent from three consecutive meetings of the Board of Trustees without good reason and the Board of Trustees resolve that his or her office be vacated; or
- (E) resigns by written notice to the Board of Trustees; or
- (F) is removed by resolution passed by at least two-thirds of the Members of the Society such resolution being passed at a general meeting duly convened and held after the meeting has invited the views of the Board of Trustees and the member of the Board of Trustees concerned and the chair of the meeting has declared that the meeting has considered the matter in light of such views; or
- (G) is removed by the body which appointed him or her; or
- (H) ceases to be a Member of the Society.

**2.14** A Trustee who at the time of the adoption of this version of the By-laws shall have served more than six consecutive years, shall serve until the end of their current term and will then not be eligible to serve again until a period of one year has elapsed.

**2.15** A technical defect in the election of a member of the Board of Trustees of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a meeting of the Board of Trustees.

**2.16** Board of Trustees decisions regarding budgets and capital expenditure must be supported by a majority vote in favour as prescribed in the Rules.

### **3. BOARD OF TRUSTEES STANDING COMMITTEES**

**3.1** The Board of Trustees may establish such committees as it thinks fit but there shall always be the following standing committee: "Finance and Investments Advisory Committee" ("FIAC") and the chair of FIAC shall be the Honorary Treasurer.

**3.2** At the AGM the Members of the Society shall elect members as required by the Board of Trustees and/or the Rules to serve on any committees set up by the Board of Trustees.

**3.3** The Chair of the Trustees shall have observer status without voting rights in relation to any committee, but shall not be eligible to be elected onto any committee.

**3.4** Corresponding provisions to By-law 2.13 shall apply to the members of all standing committees and committees set up by the Board of Trustees. Where By-law 2.13(D) applies to committees those committees shall resolve whether the office shall be vacated.

**3.5** Chairs of all committees set up by the Board of Trustees shall have the right to attend meetings of the Board of Trustees, subject to any necessary steps to manage conflicts of interest, but shall not have the right to vote at meetings of the Board of Trustees unless they are also Trustees.

### **4. POWERS OF THE BOARD OF TRUSTEES**

The Board of Trustees have the power to make Rules in the administration of the Society.

### **5. GROUPS**

There shall be constituted by the Board of Trustees the following Members interest groups within one of the following three categories:

- 5.1 Special Interest Groups;
- 5.2 International Groups; and
- 5.3 United Kingdom and Ireland Regional Groups.

## 6. MEMBERSHIP

There may be constituted "The Forum" which shall be open to all Members of the Society with one place reserved for a representative nominated from each group and standing committee of the Board of Trustees and shall be governed by the same Rules as made from time to time by the Board of Trustees for groups. The Board of Trustees also has the power to set up a body for Members of the Society, governed under such Rules as the Board of Trustees may decide.

## 7. OFFICERS AND GROUPS, COMMITTEES AND SUB-COMMITTEES AND PRESIDENT'S COUNCIL

The Board of Trustees have the power to make Rules concerning officers and groups, committees and sub-committees and any President's Council.

## 8. NOMINATION, ELECTION AND APPOINTMENTS

The Board of Trustees shall have the power to make Rules concerning nominations, elections, and appointments.

## 9. BANKING

The Board of Trustees have the power to make Rules for the operation of the Society's bank account.

## 10. TRUST FUNDS

The Board of Trustees has the power to make Rules concerning Trust Funds, in so far as the terms of the Trust allow.

## 11. RECORDS AND ACCOUNTS

The Board of Trustees shall have the power to make Rules concerning records and accounts.

## 12. NOTICES

The Board of Trustees shall have the power to make Rules for the provision of notices.

## 13. INDEMNITY

- 13.1 Every Member of the Board of Trustees or other officer, member of any standing committee, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
- 13.2 The Society will indemnify the Trustees (and former Trustees) of its pensions scheme in perpetuity against any claims arising from the scheme.

## 14. INTERPRETATION

The Board of Trustees shall make Rules concerning the definitions contained in these By-laws.



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Society of Chemical Industry, 14/15 Belgrave Square, SW1X 8PS, London, UK

T: +44 (0)20 7598 1500 E: [execpa@soci.org](mailto:execpa@soci.org) [www.soci.org](http://www.soci.org)

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# RULES OF SOCIETY OF CHEMICAL INDUSTRY



# RULES OF SOCIETY OF CHEMICAL INDUSTRY

## 1. MEMBERS

### 1.1 Proposal of Candidate

Every person, regardless of gender, race, religion or sexual orientation, desirous of being admitted a Member of the Society shall be duly proposed as a candidate for admission on such form as the Board of Trustees prescribe. The proposal shall be signed by the candidate personally unless the Board of Trustees otherwise decides, and every candidate shall make and subscribe to a declaration that he/she agrees, if elected, to be bound by the Charter and the By-laws and to further the objects of the Society.

The application of a candidate for election shall be accompanied by the payment of the first annual subscription. The first annual subscription shall be the whole of the annual subscription appropriate to the applicant or such part as may be agreed by the Board of Trustees.

### 1.2 Election of Members

All proposal forms of candidates, duly completed and accompanied by the first annual subscription, shall be considered by the Board of Trustees at its next meeting after receipt of the proposal form. The Board of Trustees may in its absolute discretion elect or postpone the election of any candidate as a Member of the Society, or may refuse to elect any candidate whom it does not consider to be a fit or proper person to be elected.

The Chief Executive shall give notice of the decision of the Board of Trustees to each candidate, and upon such notice any candidate duly elected shall, pursuant to the Charter and the By-laws, become and continue to be subject to all the duties and obligations and entitled to all rights and privileges of a Member.

### 1.3 Honorary and Life Members

The Board of Trustees shall have the power to appoint persons as Honorary or Life Members that they, in their absolute discretion, regard as persons of distinction. Honorary Members shall not have voting or nomination rights and nor shall they be eligible to be a Member of the Board of Trustees or to sit on any standing committee unless they are also ordinary Members of the Society. Life Members shall have all these rights.

### 1.4 E-membership

The Board of Trustees shall have the power to appoint E-Members with such entitlements to benefits as determined by the Board of Trustees from time to time. E-members shall not have the right to attend the AGM or general meetings, nor shall they have voting or nomination rights or be eligible to be Board of Trustees Members or sit on any committee or attend any Forum or Group unless they are also ordinary Members of the Society.

### 1.5 Register of Members

The Register shall be maintained by the Chief Executive and shall contain the names of all persons who have been elected as Members of the Society, together with the dates of their elections, and particulars of their professions or occupations and addresses. Such particulars shall be amended or corrected as occasion may require, and the names of all those on the Register who cease to be Members shall be deleted from it.

### 1.6 Annual Subscription

Further to the provisions of the By-laws and this Rule, every Member of the Society shall in each year pay such a sum by way of subscription for the coming year as may be prescribed by the Board of Trustees and confirmed at a general meeting of the Society, held not less than one month and not more than four months afterwards, by a majority of the Members voting in accordance with these Rules.

The Board of Trustees may provide for the payment of different rates of subscription by different classes of Members and may provide for the payment for a limited period of a reduced subscription by Members who are admitted when they are earning a gross salary of £18,500 or under, or such amount to be determined by the Board of Trustees from time to time, and who comply with such conditions as the Board of Trustees may prescribe. The Board of Trustees shall have the power to remit wholly or in part the subscription payable by any Member.

### **1.7 Life Compositions**

The Board of Trustees may provide for Members of the Society who meet certain criteria related to age, length of membership or other matters to compound for all future annual subscriptions by the payment of a lump sum. The relevant criteria, rates and starting dates shall be at the absolute discretion of the Board of Trustees.

### **1.8 Subscription in Arrears**

Any Member of the Society whose annual subscription is unpaid after the expiry date of a period of three months shall not be entitled to any rights of a Member until such subscription is paid, but he/she shall nevertheless remain subject to the duties and obligations of a Member. After two months when a subscription shall become due, the Chief Executive shall give notice to all Members of the Society whose subscriptions are in arrears and if any Member for six months shall continue to be in arrears, such Member shall, unless the Board of Trustees shall otherwise determine, cease to be a Member, but without prejudice to the right of the Society to recover in any Court of competent jurisdiction any such arrears or to enforce any duty or obligation to which, as a Member, he/she may become liable up to the time when his/her membership ceases.

### **1.9 Certain Disqualifications of Members whose Subscriptions are in Arrears**

Until payment is made of any fee or subscription payable and due, a Member in arrears shall be disqualified:

- (A) from becoming or remaining a Member of the Board of Trustees or for being appointed a Group, committee or sub-committee Member or, if already so appointed, for continuing in such office; or
- (B) from making nominations pursuant to Rule 5.

### **1.10 Resignation of Members**

Any Member may at any time terminate his/her membership by a notice in writing to that effect given to the Chief Executive, but such notice, in order to be effective, shall be accompanied by payment of any subscription or fee which at the date of the notice shall have become payable by the Member and which then remains unpaid.

### **1.11 Suspension or Termination of Membership by the Board of Trustees**

If a complaint of misconduct about a Member of the Society is made to the Board of Trustees and that complaint, the Member first, having been given the opportunity to resolve the issue with the Chair of the Board of Trustees and failing that second, having been given an opportunity of being heard in his/her own behalf before the Board of Trustees, is in the opinion of the Board of Trustees sufficiently established, the Board of Trustees may, by resolution as hereinafter provided, suspend the Member from rights of membership for such a period as the Board of Trustees may determine, or the Board of Trustees may in like manner determine that his/her membership shall be terminated and thereupon he/she shall cease to be a Member. If the Member of the Society is also a Member of the Board of Trustees then he/she shall, in addition to being suspended or having his/her membership of the Society terminated, have his/her membership of the Board of Trustees suspended or terminated as the case may be. In the event of it being brought to the notice of the Board of Trustees that any Member has been guilty of misconduct or has been:

- (A) found guilty of any criminal offence involving fraud or dishonesty; or
- (B) committed to prison for any other criminal offence;

then the Board of Trustees may, by resolution as hereinafter provided, order his/her name to be removed from the Register, and thereupon he/she shall cease to be a Member.



A resolution of the Board of Trustees as aforesaid shall not be passed unless not less than two-thirds of the Members of the Board of Trustees eligible to vote in favour of such resolution. The Member of the Board of Trustees found guilty of misconduct shall not be eligible to vote in respect of such resolution.

The powers in this Rule may not be delegated by the Board of Trustees.

### **1.12 Restriction on the Use of Distinctive Title or Initials**

No Member may use after or in conjunction with his/her name letters or initials which purport to indicate or convey that membership of the Society confers upon him/her any degree, qualification, or authority to practice in any profession or calling, or a right to use any distinctive title. A Member in breach of this Rule shall be guilty of misconduct.

## **2. GENERAL MEETINGS**

- 2.1** Members of the Society are entitled to attend general meetings. General meetings are called on at least 14 clear days written notice to all Members (save where there is a special resolution to amend the Charter or the By-laws, in which case there shall be 21 clear days written notice specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such).
- 2.2** No business shall be transacted at any general meeting unless a quorum of Members is present. There is a quorum at a general meeting if the number of Members personally present is fifteen Members. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Trustees may determine.
- 2.3** The Chair or (if the Chair is unable or unwilling to do so) some other Member elected by those present presides at a general meeting.
- 2.4** The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least seven days notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 2.5** Except where otherwise provided by the Charter, By-laws or these Rules, every issue is decided by a majority of the votes cast.
- 2.6** The Society must hold an AGM in every year which all Members shall be entitled to attend.
- 2.7** At an AGM the Members of the Society:
- (A)** receive the accounts of the Society for the previous financial year;
  - (B)** receive the Board of Trustees' report on the Society's activities since the previous AGM;
  - (C)** accept the retirement of Members of the Board of Trustees who wish to retire or who are retiring at the conclusion of their term of office;
  - (D)** elect persons to fill Board of Trustees' vacancies arising including a Chair, Treasurer and Chairs of standing committees;

- (E) remove Members of the Board of Trustees;
- (F) elect Members of the Board of Trustees' standing and sub-committees;
- (G) appoint auditors for the Society; and
- (H) discuss any issues of policy or deal with any other business put before them.

- 2.8** Any general meeting which is not an AGM is an EGM. Subject to Rule 2.7 the Board of Trustees shall set the agenda for general meetings.
- 2.9** An EGM may be called at any time by the Board of Trustees and must be called within 28 days on a written request from thirty Members of the Society.
- 2.10** A resolution put to the vote of the meeting shall be decided by poll, postal votes or votes by electronic means.
- 2.11** In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote, in addition to any other vote he/she may have.

### **3. POWERS OF THE BOARD OF TRUSTEES**

The Board of Trustees have the following powers in the administration of the Society:

- 3.1** to appoint a President and the Chair of the Board of Trustees;
- 3.2** to appoint and remove patrons;
- 3.3** to appoint temporary honorary officers from among their number, subject to By-law 2.4;
- 3.4** to appoint Honorary Members and Life Members;
- 3.5** to form standing committees and sub-committees of the Board of Trustees (such committees to consist of two or more individuals appointed by the Board of Trustees) and to adopt terms of reference for all standing committees and sub-committees of the Board of Trustees;
- 3.6** to delegate any of their functions to standing committees or sub-committees of the Board of Trustees;
- 3.7** to make any further Rules for the general administration of the Society, including Rules to govern proceedings of Board of Trustees' meetings, committees, sub-committees of the Board of Trustees and Groups, the use of its seal, procedures to assist the resolution of disputes and to generally manage the business of the Society.

### **4. OFFICERS AND STANDING COMMITTEES OF THE BOARD OF TRUSTEES**

- 4.1** The term of office of the Chair of the Board of Trustees and the Chairs of all standing committees is three years, but they may serve a further term subject to By-law 2.7.
- 4.2** There shall be not less than six nor more than fifteen elected Members of any standing committee including the Chair.
- 4.3** Any standing committee may co-opt up to five additional Members.

- 4.4** Subject to By-law 2.5(B) in the case of Trustees, co-optees may only serve for up to a maximum of three years at a time, not renewable until a period of one calendar year has elapsed.
- 4.5** Co-optees shall be eligible to vote on their respective committees.
- 4.6** No more than two Trustees shall sit on FIAC, excluding the Chair of the said Committee. Candidates for election to the Board of Trustees or a member of the Board of Trustees may not stand for election to FIAC if there are already two Trustees on FIAC and none are standing down. Otherwise a person may stand for election but should that person be a) a Trustee or b) be elected to the Board of Trustees and also to FIAC, then that person may only take up the position on FIAC if the basic requirement of only two Trustees on FIAC is fulfilled. If the condition is not fulfilled, the position on FIAC will be taken by the person with the next highest number of votes.
- 4.7** No Member shall sit on more than two of the following: The Board of Trustees, the Finance and Investments Advisory Committee and the Membership and Publications Sub-Committees.
- 4.8** The Membership Committee (MC) and Publications Committees (PC) shall be sub-committees of the Board of Trustees, with Chairs appointed by the Board of Trustees for 3-year terms. The Chairs will be ex-officio members of the Board of Trustees but without voting rights, unless they have been separately elected as ordinary members of the Board of Trustees.
- 4.9** The Membership Committee shall consist of 12 members – 6 elected and 6 appointed (including the appointed Chair).
- 4.10** The Publications Committee shall comprise of an appointed Chair, a place for each of the Editors-in-Chief of the SCI Journals and 2 places for elected members.

## **5. NOMINATION, ELECTION AND APPOINTMENTS**

- 5.1** The Board of Trustees shall, with the assistance of the Chief Executive, and the Executive Team, organise nominations, elections or appointments.
- 5.2** For the elected post of Members of the Board of Trustees, standing committee Chairs and Members of standing committees, the Board of Trustees shall seek nominations from the membership.
- 5.3** For the elections of Members of the Board of Trustees, candidates shall require to be nominated by two Members of the Society, at least one of whom will be a current Trustee or Member of a Standing Committee.
- 5.4** The Board of Trustees shall assemble the nominations list, including information on each nominee, advise the membership, collect votes made in the manner set out in the Rules and supervise the election at the AGM.
- 5.5** For the election of Members of the Board of Trustees, standing and sub-committees, the elections will be in accordance with these Rules. The process will be that set out in Rule 5.4.
- 5.6** All candidate nominations and subsequent votes shall be sent to an independent scrutineer as appointed by the Board of Trustees from time to time.
- 5.7** For a nomination to be made the following guidelines must be observed:
- (A)** All candidates must normally have served at least 12 months as a SCI member before applying.
  - (B)** Any candidate who has not adhered to the SCI Code of Ethics, or who has proven to have committed misconduct outside of SCI, will be further reviewed and may be rejected.

- (C) Any candidate who, on the basis of their application, is not considered to have the appropriate skills and competencies as outlined in the Skills and Competencies schedule will be further reviewed and may be rejected or their application deferred.

Nominations will be reviewed and investigated by the Chief Executive. If a candidate is to be rejected or deferred, then these candidates will be brought to the attention of the Chair of Board of Trustees for a final decision.

## **6. PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 6.1** The Board of Trustees must hold at least four meetings each year.
- 6.2** A quorum at a meeting of the Board of Trustees is more than 50% of the Members of the Board of Trustees.
- 6.3** A meeting of the Board of Trustees may be held in person or by suitable electronic means as agreed by the Board of Trustees by which participants may communicate with all the other participants.
- 6.4** The Chair or (if the Chair is unable or unwilling to do so) the Deputy Chair presides at each meeting. The Board of Trustees may elect a temporary Chair for a meeting if it so wishes.
- 6.5** Every issue (except for financial matters which require seventy-five percent of the votes in favour) may be determined by a simple majority of the votes cast at a meeting but a written resolution of the Members of the Board of Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 6.6** Except for the Chair of the meeting, who has a second or casting vote, every Member of the Board of Trustees has one vote on each issue.
- 6.7** A procedural defect of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## **7. COMMITTEES AND SUB-COMMITTEES**

- 7.1** All proceedings of committees and sub-committees shall be reported promptly to the Board of Trustees. Minutes of their meetings shall be circulated to the Board of Trustees within three weeks after each meeting.
- 7.2** Committees and sub-committees shall bring the attention of the Board of Trustees to any matter which might exceed its remit and any other matter which it considers the Board of Trustees should be appraised or which should be discussed by the Board of Trustees.

## **8. GROUPS**

### **8.1 Rules of a Group**

The Board of Trustees shall make Rules for each Group which shall, among other things, contain provisions to the following effect:

- (A) any Member of the Society shall, upon application to the Chief Executive, be entitled to have his/her name entered upon the Register of the Group and to become a Member of the Group upon payment of the annual Group subscription, if any, and to remain a Member so long as he/she duly pays the annual Group subscription, if any, and is a Member of the Society; and

- (B)** the business of the Group shall be conducted by a committee chosen from Members of the Group consisting of a Chair, Honorary Secretary, Honorary Treasurer, and ordinary Members of the committee, with the provision that one or more of the offices may be held by one person.

This power may be delegated to a standing committee.

## **8.2 Finances of a Group**

The expenses of a Group shall be defrayed out of the annual Group budget, agreed in advance by the Membership Committee (if any) and the Finance and Investments Advisory Committee, but the Board of Trustees in its discretion may defray the whole or any part of the expenses out of the general funds of the Society. A Group shall not, without the previous sanction in writing of the Honorary Treasurer of the Society, pay or incur any expenses except reasonable sums for the clerical assistance, printing, stationery, advertising, reporting and postage required in order to conduct its business, and for the holding of meetings of the Group. An account of the income and expenditure of each Group during each year ending on the 31<sup>st</sup> December shall be sent to the Honorary Treasurer of the Society on or before the 15<sup>th</sup> February in the following year. For the avoidance of doubt all funds held by a Group belong to the Society. Funds are repayable to the Society immediately upon written demand from the Honorary Treasurer of the Society.

## **8.3 Cessation of a Subject Group**

The Board of Trustees may declare that the operation of a Group shall be suspended either for a specified period or until the Board of Trustees shall terminate the suspension. The Board of Trustees may declare that a Group shall be dissolved:

- (A)** the further continuance of the Group is not in accordance with or conducive to the interests of the Society or the furtherance of its objects; or
- (B)** if there is no longer adequate support among the Members of the Group to sustain its continued existence.

This power may be delegated to a standing committee.

All books, papers and other records of a suspended or dissolved Group shall be delivered to the Chief Executive, and any unexpended balance of funds shall be delivered to the Honorary Treasurer of the Society.

## **8.4 Formation of a New Group**

The Board of Trustees may form a new Group. This power may be delegated to a standing committee.

# **9. BANKING**

- 9.1** All moneys received by or on behalf of the Society shall be regularly paid into a banking account opened by the Board of Trustees and kept in the name of the Society.
- 9.2** All payment authorisations shall be signed by the Treasurer or otherwise as may be determined by the Board of Trustees.

# **10. RECORDS AND ACCOUNTS**

- 10.1** The Board of Trustees must comply with the requirements of the Charities Act 1993 (and any subsequent amending legislation) as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:

- (A)** annual reports;
- (B)** annual returns; and

(C) annual statements of account.

**10.2** The Board of Trustees must keep proper records of:

(A) all proceedings at general meetings;

(B) all proceedings at meetings of the Board of Trustees;

(C) all reports of committees and sub-committees of the Board of Trustees; and

(D) all professional advice obtained.

**10.3** Accounting records relating to the Society must be made available for inspection by any Member of the Board of Trustees at any reasonable time during normal office hours and may be made available for inspection by Members who are not Members of the Board of Trustees if the Board of Trustees so decide.

**10.4** A copy of the Society's latest available statement of account must be supplied on request to any Member of the Board of Trustees or Members, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

**10.5** No Member of the Society shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Society.

## **11. NOTICES TO MEMBERS OF THE SOCIETY**

**11.1** Notices under these Rules may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.

**11.2** The only address at which a Member is entitled to receive notices is the address shown in the register of Members.

**11.3** Any notice given in accordance with these Rules is to be treated for all purposes as having been received:

(A) twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;

(B) two clear days after being sent by first class post to that address;

(C) three clear days after being sent by second class or overseas post to that address;

(D) on the date of publication of a newspaper containing the notice;

(E) on being handed to the Member personally; or, if earlier

(F) as soon as the Member acknowledges actual receipt.

**11.4** A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 12. INTERPRETATION

**12.1** The definitions in these Rules shall have corresponding meaning in the Charter and By-laws:

- “AGM” means an annual general meeting of the Society;
- “clear day” means 24 hours from midnight following the relevant event;
- “Charity Trustees” has the meaning prescribed by section 97(1) of the Charities Act 1993;
- “EGM” means an extraordinary general meeting of the Society;
- “Chief Executive” means the person appointed by the Board of Trustees to implement and conduct the operational activities of the Society;
- “Executive Team” means such Members of staff as selected by the Chief Executive of the Society from time to time;
- “financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
- “material benefit” means a benefit which may not be financial but has monetary value;
- “membership” refers to membership of the Society;
- “month” means calendar month;
- “the objects” means the objects of the Society as defined in Article 2 of the Charter;
- “officers” shall mean the Chair of the Board of Trustees, the Honorary Treasurer, the Honorary Secretary; or other honorary office conferred on Trustees in accordance with the Rules;
- “the Office” means the registered office of the Society from time to time;
- “personal interest” means either financial or non-financial interests;
- “Secretary” means the Honorary Secretary of the Society;
- “taxable trading” means carrying on a trade or a business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects;
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

**12.2** References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Save where the context otherwise requires references to the masculine gender shall include the feminine gender and the singular shall include the plural.



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Society of Chemical Industry, 14/15 Belgrave Square, SW1X 8PS, London, UK

T: +44 (0)20 7598 1500 E: [execpa@soci.org](mailto:execpa@soci.org) [www.soci.org](http://www.soci.org)

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