

Dated 2014

Constitution of the European Federation of Chemical Engineering

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CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES

('ASSOCIATION' MODEL CONSTITUTION)

Date of Constitution (last amended): [DATE]

1. NAME

- 1.1 The name of the Charitable Incorporated Organisation ("the CIO") is European Federation of Chemical Engineering.
- 1.2 Its working names shall include "EFCE", "Europäische Föderation für Chemie-Ingenieur-Wesen" and "Fédération Européenne de Génie Chimique".

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

- 2.1 The CIO must have a principal office in England and Wales. The principal office of the CIO is in England.

3. OBJECT

- 3.1 The object of the CIO is for the benefit of the public to promote co-operation in Europe and elsewhere between non-profit making professional scientific and technical societies which share amongst their aims the general advancement of science and education of the public in chemical engineering and the encouragement of the development of chemical engineering and any ancillary or incidental purposes that the charity trustees may think fit.
- 3.2 Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

- 4.1 The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include:
 - 4.1.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
 - 4.1.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
 - 4.1.4 Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
 - 4.1.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and

- 4.1.6 To undertake or support research in furtherance of the object and to publish the useful results of such research.

5. **APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the object.
 - 5.1.1 A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - 5.1.2 A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - 5.2.1 A benefit from the CIO as a beneficiary of the CIO;
 - 5.2.2 Reasonable and proper remuneration for any goods or services supplied to the CIO.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. **BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS**

6.1 General Provisions

No charity trustee or connected person may:

- 6.1.1 Buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 Sell goods, services, or any interest in land to the CIO;
- 6.1.3 Be employed by, or receive any remuneration from, the CIO;
- 6.1.4 Receive any other financial benefit from the CIO;

Unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

- 6.2.1 A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO;
- 6.2.2 A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.2.3 Subject to clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

- 6.2.4 A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.6 A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- 6.2.7 For the avoidance of doubt, a Member Society or a General Secretariat may charge the CIO for services that it provides to or on behalf of the CIO and the CIO may charge any Voting Member, Non-Voting Member or General Secretariat for services it provides to or on behalf of such entities.

6.3 Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- 6.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.3.3 The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- 6.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- 6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- 6.3.6 The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In clauses 6.2 and 6.3:

- 6.4.1 “the CIO” includes any company in which the CIO:
 - (a) Holds more than 50% of the shares; or
 - (b) Controls more than 50% of the voting rights attached to the shares; or
 - (c) Has the right to appoint one or more directors to the board of the company;
- 6.4.2 “connected person” includes any person within the definition set out in clause 29 (Interpretation).

7. **CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

7.1 A charity trustee must:

7.1.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

7.1.2 Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

7.3 Notwithstanding the above, the charity trustees may permit a trustee to vote and be counted in the quorum in any decision where he or she (or the Member Society he or she represents) stands to benefit from the arrangement as a beneficiary which is universal to all beneficiaries.

8. **LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP**

8.1 If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. **MEMBERSHIP OF THE CIO**

9.1 Admission of new members

9.1.1 Eligibility & classes of membership

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

Member Societies

(a) Member Society membership of the CIO is open to:

(i) European non-profit making professional scientific and technical societies whose activities embrace either wholly or partly the field of chemical engineering sciences and:

(A) which meet the conditions and obligations of Member Society membership as set out in this constitution and as determined under the rules and/or bye laws from time to time; and

(B) which are accepted for Member Society membership by the charity trustees;

(ii) Non-European non-profit making professional scientific and technical societies whose activities embrace either wholly or partly the field of chemical engineering sciences and:

(A) which meet the conditions and obligations of Member Society membership as set out in this constitution and as determined under the rules and/or bye laws from time to time;

- (B) which are accepted for Member Society membership by the charity trustees; and
- (C) which meet the following requirements:
 - 1 The Non-European society has been an Institutional Member for at least 5 years (unless this requirement is waived by a resolution of the charity trustees); or
 - 2 The Non-European society has shown interest in and actively cooperated with the CIO and its Sections in such manner as shall be determined under the rules and/or bye laws from time to time.

Institutional Membership

- (b) Institutional Membership is open to European and Non-European institutions and corporate bodies whose activities relate to the field of chemical engineering sciences and which meet the conditions and obligations of Institutional Membership as set out in this constitution and as determined under the rules and/or bye laws from time to time and which are accepted for Institutional Membership by the charity trustees.

Honorary Membership

- (c) Honorary Membership is open to individuals who have made extraordinary contributions to the life, welfare or charitable objectives of the CIO over an extended period of time, who meet any criteria set out in the rules and/or bye laws from time to time, and who are invited to be an Honorary Member by the charity trustees.

9.1.2 Admission procedure

The charity trustees:

- (a) May require applications for membership to be made in any reasonable way that they decide and such applications may vary between classes of membership;
- (b) Shall, if they approve an application for membership, notify the applicant of their decision within 21 days of making the decision;
- (c) May refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (d) Shall, if they decide to refuse an application for membership, give the applicant the opportunity to appeal to the charity trustees against the refusal; and
- (e) Shall, if an appeal is lodged, give it fair consideration, having first consulted with the Appeals Group, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

9.2 Transfer of membership

9.2.1 Membership of the CIO cannot be transferred to anyone else except:

- (a) in the case of an individual or corporate body representing an organisation which is not incorporated, their membership may be transferred at the

discretion of the governing body of the unincorporated organisation to a new representative.

- (b) in the case of the incorporation of a member organisation which is not incorporated membership may be transferred to a new corporate body established to succeed its charitable purposes (provided the objectives of the new corporate body are the same or sufficiently similar to those of the unincorporated organisation) and the new corporate body may in its discretion select its authorised representative.

Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

9.3 Duty and Rights of members

9.3.1 It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

9.3.2 The following shall have the right to vote at meetings of the members:

- (a) Member Societies (the Voting Members); and
- (b) the EFCE President, but solely where there is a tie in the votes cast by the Voting Members, in which circumstance the EFCE President may then make a casting vote.

9.3.3 Institutional Members and Honorary Members shall have no voting rights at meetings of the members and shall not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations, together the 'Non-Voting Members'.

9.3.4 The Voting Members have the right to appoint and remove up to three General Secretariats from time to time in accordance with the requirements and procedures set out in any rules and/or byelaws established from time to time. A General Secretariat may be appointed or removed by a vote in favour of such appointment or removal by a two thirds majority of the Voting Members. In addition any General Secretariat may resign from its post in accordance with the requirements and procedures set out in any rules and/or bye laws established from time to time.

9.4 Termination of membership

9.4.1 Membership of the CIO comes to an end if:

- (a) The member dies, or in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (b) The member sends a notice of resignation to the charity trustees, such resignation to take effect at the end of any calendar year; or
- (c) Any sum of money owed by the member to the CIO is not paid in full within twenty four months of its falling due unless this requirement is waived by a resolution of the charity trustees; or
- (d) The member ceases to comply with such conditions of membership as are set out in the rules and/or bye laws from time to time; or
- (e) The charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect; or

- (f) The member is a representative of an unincorporated organisation and is removed by the unincorporated organisation which he represents in which case that organisation may nominate a replacement representative.

9.4.2 Before the charity trustees take any decision to remove someone from membership of the CIO they must:

- (a) Inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (b) Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
- (c) At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (d) Consider at that meeting any representations which the member makes as to why the member should not be removed;
- (e) Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses; and
- (f) Allow the member, or the member's representative 21 days to confirm whether he, she or it wishes to make an appeal to the Appeals Group against a decision of the charity trustees to remove that member. If the member opts to appeal to the Appeals Group, the member shall be suspended from membership between the date of the decision of the charity trustees and the date of the Appeals Group's decision. Where the Appeals Group ratifies the charity trustees' decision, the member's membership is terminated on the date of the Appeals Group's decision. Where the Appeals Group overturns the charity trustees' decision, the member's membership is resumed on the date the Appeals Group's decision is made or the date on which all/any outstanding money owed to the CIO is paid by that member, whichever the later.

9.5 Membership fees

9.5.1 The charity trustees may require members to pay reasonable membership fees to the CIO.

9.6 Other membership

9.6.1 The charity trustees may create other classes of membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members provided that any additional classes of Voting Members must be approved by the Voting Members and set out in this Constitution as amended from time to time.

10. **MEMBERS' DECISIONS**

10.1 The provisions of this Clause 10 apply to the Voting Members only.

10.2 General provisions

10.2.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.5, decisions of the Voting Members may be taken either by vote at a meeting of the members as provided in clause 10.3 or by written resolution as provided in clause 10.4.

10.3 Taking ordinary decisions by vote

10.3.1 Subject to clause 10.5, any decision of the Voting Members of the CIO may be taken by means of a resolution at a General Assembly. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

10.4 Taking ordinary decisions by written resolution without a meeting of the members

10.4.1 Subject to clause 10.5 of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a General Assembly shall be effective, provided that:

(a) A copy of the proposed resolution has been sent to all the members eligible to vote; and either:

(i) A simple majority of Voting Members have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified; or

(ii) A simple majority of Voting Members have signified their agreement to the resolution using electronic communication in accordance with clause 19 and such other direction as the charity may make from time to time, subject in all instances to clause 19.1.1; or

(iii) A combination of the above methods.

10.4.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement by any of the methods stipulated in 10.4.1(a).

10.4.3 Eligibility to vote on the resolution is limited to Voting Members who are Voting Members of the CIO on the date when the proposal is first circulated in accordance with clause 10.4.1.

10.4.4 Not less than 20% of the Voting Members of the CIO may request the charity trustees to make a proposal for decision by the Voting Members.

10.4.5 The charity trustees must within 28 days of receiving such a request comply with it if:

(a) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(b) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Voting Members;

(c) Effect can lawfully be given to the proposal if it is so agreed; and

(d) The proposal is one which is within the remit of the Voting Members to take.

10.4.6 Clauses 10.4.1 to 10.4.3 also apply to a proposal made at the request of the Voting Members.

10.5 Decisions that must be taken in a particular way

- 10.5.1 Any decision to remove a charity trustee must be taken in accordance with clause 15.2.
- 10.5.2 Any decision to appoint or remove a General Secretariat must be taken in accordance with clause 9.3.4
- 10.5.3 Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- 10.5.4 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution).
- 10.5.5 Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. MEETINGS OF THE MEMBERS

- 11.1 All members are entitled to attend and speak at meetings of the members.
- 11.2 General Assembly
 - 11.2.1 There must be a General Assembly of the members of the CIO. The first General Assembly must be held within 18 months of the registration of the CIO, and subsequent General Assemblies must be held at least once every two years or following a request made in accordance with clause 11.5.
 - 11.2.2 The General Assembly must receive all annual statements of accounts (duly audited or examined where applicable) and all trustees' annual reports issued since the last General Assembly, and must elect charity trustees where necessary as required under clause 12.
- 11.3 Other meetings of the members may be held at any time.
- 11.4 All meetings of the members, including General Assemblies, must be held in accordance with the following provisions.
- 11.5 Calling meetings of the members
 - 11.5.1 The charity trustees:
 - (a) Must call a General Assembly in accordance with clause 11.2, and identify it as such in the notice of the meeting; and
 - (b) May call any other meeting of the members at any time.
 - 11.5.2 The charity trustees must, within six months, call a meeting of the members of the CIO if:
 - (a) They receive a request to do so from a majority of the Voting Members; and
 - (b) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Voting Member making the request.
 - 11.5.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
 - 11.5.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- 11.5.5 Any meeting of the members called by the charity trustees at the request of the Voting Members must be held within 3 months from the date on which it is called.
- 11.5.6 If the Voting Members make a request to the charity trustees to call a meeting of the members of the CIO in accordance with clause 11.5.2 and the charity trustees fail to do so, then the Voting Members who requested the meeting may call a meeting of the members of the CIO themselves.
- 11.5.7 Where the Voting Members call a meeting under clause 11.5.6, the CIO must reimburse any reasonable expenses incurred by the Voting Members in calling that meeting but the CIO shall be entitled to be indemnified by the charity trustees who failed to call the meeting as required by clause 11.5.2.
- 11.6 Notice of meetings of the members
- 11.6.1 The charity trustees, or as the case may be, the relevant Members of the CIO, must give at least 28 days' notice of any meeting of the members to all of the members.
- 11.6.2 If it is agreed by not less than 90% of all Voting Members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of clause 11.6.1 have not been met. This clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- 11.6.3 The notice of any meeting of the members must:
- (a) State the time and date of the meeting;
 - (b) Give the address at which the meeting is to take place;
 - (c) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (d) If a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration; and
 - (e) Where the meeting is a General Assembly, include with the notice, all annual statements of accounts and trustees' annual reports issued since the last General Assembly and details of persons standing for election or re-election as trustees, or where allowed under clause 19 (Use of electronic communication), details of where the information may be found on the CIO's website.
- 11.6.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.6.5 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.
- 11.7 Chairing of meetings of the members
- 11.7.1 The EFCE President shall, if present at a meeting of the members and willing to act, preside as chair of the meeting. If the EFCE President is unable or unwilling to act, then the duty of chairing the meeting shall devolve to the Executive Vice-President and in his or her absence to the Scientific Vice-President, and if none of these shall be able or willing to act and there are no other Vice-Presidents who

may chair the meeting, the Voting Members of the CIO who are present at a meeting of the members shall elect a chair to preside at the meeting and references to the EFCE President in this clause shall be deemed to refer to the chair of the meeting where the context allows.

11.8 Quorum at meetings of the members

- 11.8.1 No business may be transacted at any meeting of the members unless a quorum is present when the meeting starts.
- 11.8.2 Subject to the following provisions, meetings of the members shall be quorate if six or more Member Societies are present. An organisation is deemed to be present either by the presence of its representative or by the presence of its proxy.
- 11.8.3 If the meeting has been called by or at the request of the Voting Members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.8.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the EFCE President must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the EFCE President or be notified to the members at least two months before the date on which it will resume.
- 11.8.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the Voting Members present at the meeting constitute a quorum.
- 11.8.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not take any decisions. If decisions are required which must be made by a meeting of the Voting Members, the meeting must be adjourned.

11.9 Participation in meetings by electronic means

- 11.9.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 11.9.2 Any Voting Member participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 11.9.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

11.10 Voting at meetings of the members

- 11.10.1 This clause 11.9 only applies to the Voting Members.
- 11.10.2 Any decisions other than one falling within clause 10.5 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy votes of the Member Societies). Every Voting Member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution or under the rules and/or bye laws.
- 11.10.3 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the EFCE President or by at least 10% of the Member Societies present in person or by proxy at the meeting.

- 11.10.4 A poll demanded on the election of a person to chair the meeting in the absence of the EFCE President or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the EFCE President shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- 11.10.5 A poll may be taken:
- (a) At the meeting at which it was demanded; or
 - (b) At some other time and place specified by the EFCE President; or
 - (c) Through the use of postal or electronic communications.
- 11.10.6 In the event of an equality of votes, whether on a show of hands or on a poll, the EFCE President shall have a second, or casting vote.
- 11.10.7 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the EFCE President shall be final.
- 11.11 Representation of organisations and corporate members
- 11.11.1 An organisation (including an unincorporated organisation) or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any General Assembly of the CIO or other meeting of the members.
- 11.11.2 The representative is entitled to exercise the powers of the relevant class of member on behalf of the organisation or corporate body.
- 11.12 Proxy voting for Member Societies
- 11.12.1 This clause 11.12 only applies to Member Societies.
- 11.12.2 Any Member Society may appoint another Member Society or a General Secretariat or the chair of a meeting of the members as a proxy to exercise all or any of that Member Society's rights at a meeting of the members. A Member Society may not hold more than two proxies.
- 11.12.3 Proxies must be appointed by a notice in writing (a "proxy notice") in such form as the charity trustees may provide for this purpose.
- 11.12.4 The proxy notice must:
- (a) State the name and address of the Member Society appointing the proxy;
 - (b) Identify the proxy;
 - (c) Be signed by or on behalf of the Member Society appointing the proxy or authenticated in such manner as the charity trustees may determine; and
 - (d) Be delivered to the principal office in accordance with the constitution and any instructions contained in the notice of the meeting of the members to which the proxy notice relates.
- 11.12.5 A proxy notice may (but does not have to) specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.12.6 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) Allowing the Member Society appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) Appointing that Member Society as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.
- 11.12.7 A Member Society remains entitled to attend, speak and vote at a meeting of the members or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that Member Society.
- 11.12.8 An appointment under a proxy notice may be revoked by delivering to the principal office a notice in writing given by or on behalf of the Member Society by whom or on whose behalf the proxy notice was given.
- 11.12.9 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.12.10 If a proxy notice is not signed or authenticated by the Member Society appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member Society's behalf had authority to do so.
- 11.13 Postal Voting for Voting Members
- 11.13.1 This clause 11.13 only applies to Voting Members.
- 11.13.2 The CIO may, if the charity trustees so decide, allow the Voting Members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a meeting of the members.
- 11.13.3 The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- 11.13.4 If postal and/or email voting is to be allowed on a matter, the CIO must send to the Voting Members of the CIO not less than 28 days before the deadline for receipt of votes cast in this way:
- (a) A notice by email, if the Voting Member has agreed to receive notices in this way under clause 19 (Use of electronic communications) including an explanation of the purpose of the vote and the voting procedure to be followed by the Voting Member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidate for election, as applicable;
 - (b) A notice by post to all other Voting Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Voting Member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 11.13.5 The voting procedure must require all forms returned by post to be in an envelope with the Voting Member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for EFCE' at the CIO's principal office or such other postal address as is specified in the voting procedure.
- 11.13.6 The voting procedure for votes cast by email must require the Voting Member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 11.13.7 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

- 11.13.8 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 11.13.9 The scrutineers must make a list of names of Voting Members casting valid votes, and a separate list of Voting Members casting votes which are invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the relevant meeting of the members. A Voting Member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A Voting Member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 11.13.10 For postal votes, the scrutineers must retain the internal envelopes (with the Voting Member's name and authorised signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the Voting Members' name. In each case, a scrutineers must record on this evidence of the Voting Members' name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 11.13.11 Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 11.13.12 The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 11.13.13 Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of Voting Members submitting valid postal votes; evidence of Voting Members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 11.13.14 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

11.14 Adjournment of meetings

- 11.14.1 The EFCE President may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. **CHARITY TRUSTEES**

12.1 Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- 12.1.1 To exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

12.1.2 To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (a) Any special knowledge or experience that he or she has or holds himself or herself out as having; and,
- (b) If he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 Eligibility for trusteeship

12.2.1 Every charity trustee must be a natural person.

12.2.2 No one may be appointed as a charity trustee:

- (a) If he or she is under the age of 16 years; or
- (b) If he or she would automatically cease to hold office under the provisions of clause 15.1.5.

12.2.3 No one is entitled to act as a charity trustee whether on appointment or election or on any re-appointment or re-election until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

12.3 Number of charity trustees

12.3.1 The charity trustees shall comprise:

- (a) The Officers (under clause 13.4);
- (b) Up to twelve elected charity trustees (under clause 13.5) of whom not more than six may be Academics;
- (c) Up to three nominated charity trustees (under clause 13.6); and
- (d) Up to three co-opted charity trustees (under clause 13.7).

12.3.2 There must be at least three charity trustees at all times. If the number falls below this minimum or below the quorum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, to co-opt new charity trustees or to call a meeting of the members.

12.3.3 The maximum number of charity trustees that can be appointed is as provided in clause 12.3.1. No trustee appointment may be made in excess of these provisions.

12.4 First charity trustees

The first charity trustees are appointed until 1 January 2016 on which date they will be deemed to retire and the trustees elected at the 2015 General Assembly shall take office with effect from the same date. The first charity trustees are as follows:

Rafiqul Gani (the EFCE President);

Michael Considine (Executive Vice-President);

Jean-Marc Le Lann (Scientific Vice-President);

Vladimír Bálež;
Jiří Drahoš
Jose-Angel Irabien-Gulias;
Boženna Kawalec-Pietrenko;
Konstantinos Kremalis;
Robert Low;
François Nicol;
Eva Sørensen;
David John Brown;
Jean-Pierre DalPont;
Willi Meier;
Bülent Atamer;
Hermann Josef Feise;
Andreas Schreiner;
Wridzer Bakker
Gabriel Wild; and
Philippe A. Tanguy.

13. **APPOINTMENT OF CHARITY TRUSTEES**

- 13.1 For the purposes of this clause 13, “**Term**” shall mean a period of two years starting on 1 January in the year following the General Assembly at which an individual is elected, re-elected, appointed or re-appointed as a charity trustee.
- 13.2 At the first General Assembly, each of the first charity trustees shall retire from office, such retirement to take effect on 1 January in the year following the first General Assembly unless a first charity trustee is re-appointed or re-elected for a further Term(s).
- 13.3 Where, immediately prior to the establishment of the CIO, a first charity trustee was a member of the executive of the European Federation of Chemical Engineering (established by statutes created on 28 April 1965 and last amended on 15 May 2009), his period in office as a member of that executive shall be deemed to count towards any maximum terms of office stipulated by this constitution.
- 13.4 **The Officers**
- 13.4.1 The Officers shall include (1) the EFCE President; (2) the Executive Vice-President; and (3) the Scientific Vice-President ((2) and (3) together being the ‘Vice-Presidents’.
- 13.4.2 The Officers shall be endorsed by a simple majority of the Voting Members at the General Assembly on the basis of nominations received from the charity trustees and each shall have experience of the CIO’s activities and a sound understanding

of its mechanisms. The election process and requirements shall be set out in rules and/or bye laws from time to time.

- 13.4.3 Each Officer shall be appointed to his or her position for one Term after which he or she must retire but shall be eligible for re-appointment.
- 13.4.4 Subject to clause 13.4.5 each Officer may be appointed to the same position for a second Term, at the conclusion of which he or she must retire and cannot be re-appointed to the same Officer position but may be appointed to a different Officer position.
- 13.4.5 No Officer may serve in any Officer position or as a charity trustee for more than five consecutive Terms in total without a period of at least one Term out of office ("**the total maximum period**"). The total maximum period includes time spent serving as a charity trustee.
- 13.4.6 If an Officer vacates office before the end of a Term either:
 - (a) a postal or electronic ballot of the Voting Members may be held to elect a successor on the basis of a recommendation by the charity trustees; or
 - (b) the charity trustees may co-opt a successor from amongst their number to fill the vacancy.

The successor shall hold office for the remainder of the vacating Officer's Term and may be re-appointed at the General Assembly at which his or her predecessor was due to retire and such period in office shall not count towards the maximum two Terms in that Officer position (but does count towards the total maximum period).

13.5 **Elected charity trustees (other than the Officers)**

- 13.5.1 The elected charity trustees shall be elected by the Voting Members at the General Assembly from amongst the members of Member Societies.
- 13.5.2 The election process and requirements shall be set out in the rules and/or bye laws from time to time.
- 13.5.3 Each elected charity trustee shall be elected for one Term after which he or she must retire but shall be eligible for re-election for one further Term, at the conclusion of which he or she must retire and cannot be re-elected unless he or she wishes to stand for and is appointed as an Officer in which case the provisions of clause 13.4 shall apply.
- 13.5.4 For the avoidance of doubt, no elected charity trustee may serve for more than two consecutive Terms in total unless he or she becomes an Officer without a period of at least one Term out of office.

13.6 **Nominated charity trustees**

- 13.6.1 There shall be no more than three General Secretariats, each being a Member Society based in Europe.
- 13.6.2 Each General Secretariat for the time being may nominate one individual to serve as a charity trustee.
- 13.6.3 Any appointment must be made at a meeting held according to the ordinary practice of the General Secretariat and be notified to the charity trustees.

- 13.6.4 Each appointment shall be for such period of time as the General Secretariat shall determine.
- 13.6.5 Each General Secretariat from time to time may remove its nominated charity trustee upon notice in writing to the charity trustees and may nominate a replacement. For the avoidance of doubt a nominated charity trustee may also cease to hold office for any of the reasons set out at clause 15.
- 13.6.6 If at any time an entity ceases to be a General Secretariat, its rights of nomination under this clause shall automatically cease and its nominated charity trustee shall automatically cease to be a charity trustee and that charity trustee's position shall remain vacant unless or until a new General Secretariat is appointed by the Voting Members and that new General Secretariat appoints a charity trustee in accordance with the provisions of this clause.
- 13.6.7 Each nominated charity trustee has the same duty under clause 12.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

13.7 Co-opted charity trustees

- 13.7.1 The charity trustees may co-opt up to three individuals to act as charity trustees, either at a meeting of the charity trustees or in writing, between General Assemblies, such co-options to be notified to the Voting Members. The charity trustees may remove a co-opted charity trustee at any time. The co-option process and requirements shall be set out in the rules and/or bye laws from time to time.
- 13.7.2 Unless removed earlier, a co-opted charity trustee shall hold office until the next General Assembly at which point he or she must retire. Any co-opted charity trustee may stand for election by the Voting Members if he or she is eligible for election as a charity trustee or as an Officer and any period acting as a co-opted charity trustee shall not count towards his or her maximum period in office.
- 13.7.3 A co-opted charity trustee may be re-co-opted at the discretion of the charity trustees save that no co-opted trustee shall serve in office for more than 4 consecutive years.
- 13.7.4 Each co-opted charity trustee has the same duty under clause 12.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

14. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- 14.1 A copy of this constitution and any amendments made to it; and
- 14.2 A copy of the CIO's latest trustees' annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

- 15.1 A charity trustee ceases to hold office if he or she:
 - 15.1.1 Retires by notifying the charity trustees in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

- 15.1.2 Is absent without permission of the charity trustees from all their meetings held within a period of twelve months and the charity trustees resolve that his or her office be vacated;
 - 15.1.3 Dies;
 - 15.1.4 is the subject of a written opinion by a registered medical practitioner who is treating that charity trustee, addressed to the CIO, stating that that charity trustee has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months; or
 - 15.1.5 Is removed by the Voting Members of the CIO in accordance with clause 15.2; or
 - 15.1.6 Is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - 15.1.7 Is a nominated charity trustee and is removed from office by the General Secretariat that appointed him or her; or
 - 15.1.8 Is a co-opted charity trustee and is removed from office by the charity trustees or who stands for election by the General Assembly and is not elected;
 - 15.1.9 Is removed by the charity trustees on the basis that his continued trusteeship is harmful or detrimental to the interests of the CIO (but only after the charity trustee in question has been given an opportunity to make representations to the other charity trustees at a meeting prior to their decision to remove him or her); or
 - 15.1.10 Is an Officer and ceases to be an Officer and is not re-elected as a charity trustee by the General Assembly nor co-opted as a charity trustee by the charity trustees; or
 - 15.1.11 Is an elected charity trustee and ceases to be eligible under clause 13.5.1; or
 - 15.1.12 Is removed by the charity trustees in accordance with any codes, rules or regulations applicable to the charity trustees or on the basis that his or her continued trusteeship is harmful or detrimental to the CIO's interests.
- 15.2 A charity trustee shall be removed from office if a resolution to remove that charity trustee is proposed at a meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by the Voting Members by a two-third majority of votes cast.
- 15.3 A resolution to remove a charity trustee in accordance with clause 15.2 shall not take effect unless the individual concerned has been given at least one month's notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Voting Members of the CIO.

16. **TAKING OF DECISIONS BY CHARITY TRUSTEES**

- 16.1 Any decision may be taken either:
- 16.1.1 At a meeting of the charity trustees (acting by majority); or
 - 16.1.2 By resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement which may be by e-mail.

17. DELEGATION BY CHARITY TRUSTEES

- 17.1 Individual charity trustees must carry out their duties personally and cannot delegate their functions or duties as charity trustees to any other person or persons.
- 17.2 The charity trustees may delegate any of their collective powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 17.3 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - 17.3.1 A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 17.3.2 The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - 17.3.3 The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

- 18.1 Calling meetings
 - 18.1.1 Any charity trustee may call a meeting of the charity trustees.
 - 18.1.2 The charity trustees shall meet at least twice a year and at least 28 days' notice of meetings shall be given to all charity trustees. The General Secretariats from time to time shall also be given such notice.
- 18.2 Chairing of meetings
 - 18.2.1 The EFCE President shall, if present at a meeting and willing to act, chair meetings. If the EFCE President is unable or unwilling to act, then the duty of chairing the meeting shall devolve to the Executive Vice-President and in his or her absence to the Scientific Vice-President, and if none of these shall be able or willing to act and there are no other Vice-Presidents who may chair the meeting, the charity trustees may appoint one of their number to chair a meeting and references to the EFCE President in this clause 18 shall be deemed to refer to the chair of the meeting of the meeting where the context allows.
- 18.3 Procedure at meetings
 - 18.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is one Officer plus not less than half of the charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
 - 18.3.2 Questions arising at a meeting shall be decided by a majority of those present and eligible to vote.
 - 18.3.3 In the case of an equality of votes, the EFCE President shall have a second or casting vote and in his or her absence, the person who chairs the meeting shall have a second or casting vote.
- 18.4 Participation in meetings by electronic means

- 18.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 18.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting and shall count towards the quorum.
- 18.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. **USE OF ELECTRONIC COMMUNICATIONS**

19.1 General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 19.1.1 The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- 19.1.2 Any requirement to provide information to the Commission in a particular form or manner.

19.2 To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

19.3 By the CIO

- 19.3.1 Any member or charity trustee of the CIO, by providing the CIO with his or her or its email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her or its unwillingness to receive such communications in that form.
- 19.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (a) Provide the members with the notices of meetings of the members;
 - (b) Give charity trustees notice of their meetings; and
 - (c) Submit any proposal to the Voting Members or charity trustees for decision by written resolution.
- 19.3.3 The charity trustees must:
 - (a) Take reasonable steps to ensure that Voting Members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (b) Send any such notice or proposal in hard copy form to any Voting Member or charity trustee who has not consented to receive communications in electronic form.

20. **SAVING PROVISIONS**

20.1 Subject to clause 20.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

20.1.1 Who was disqualified from holding office;

20.1.2 Who had previously retired or who had been obliged by the constitution to vacate office;

20.1.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

20.2 Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. **EXECUTION OF DOCUMENTS**

21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

21.2 A document is validly executed by signature if it is signed by the EFCE President and one other charity trustee. In the event of the prolonged absence or indisposition of the EFCE President, a Vice-President may sign in the EFCE President's place.

21.3 If the CIO has a seal:

21.3.1 It must comply with the provisions of the General Regulations; and

21.3.2 It must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

22. **KEEPING OF REGISTERS**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

23. **MINUTES**

23.1 The charity trustees must keep records of all:

23.1.1 appointments of co-opted charity trustees;

23.1.2 proceedings at meetings of the members;

23.1.3 meetings of the charity trustees and committees of charity trustees including:

(a) the names of the trustees present at the meeting;

(b) the decisions made at the meeting; and

(c) where appropriate the reasons for the decisions; and

23.1.4 decisions made by the charity trustees otherwise than in meetings.

23.2 Such records must be kept available for inspection for a period of six years from the date of the appointment, meeting or decision, as applicable, at the CIO's principal office (or, where the charity trustees pass a resolution to that effect, any other address specified in the resolution).

24. **ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

24.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Commission, regardless of the income of the CIO, within 10 months of the financial year end.

24.2 The charity trustees must comply with their obligations to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25. **RULES & BYE LAWS**

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution and if there is any such inconsistency, the provisions of this constitution shall prevail. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

26. **DISPUTES**

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. **AMENDMENT OF CONSTITUTION**

As provided by sections 224-227 of the Charities Act 2011:

27.1 This constitution can only be amended:

27.1.1 By resolution agreed in writing by all Voting Members of the CIO; or

27.1.2 By a resolution passed by a 75% majority of Voting Members present in person or by proxy at a meeting of the members.

27.2 Any alteration of clause 3 (Object), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Commission.

27.3 Any alteration of clause 13.6 (Nominated Charity Trustees) or this clause requires the prior written consent of the General Secretariats from time to time.

27.4 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

27.5 A copy of every resolution altering the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. **VOLUNTARY WINDING UP OR DISSOLUTION**

- 28.1 The CIO may be dissolved by resolution of its Voting Members. Any decision by the Member Societies to wind up or dissolve the CIO can only be made:
- 28.1.1 At a meeting of the members called in accordance with clause 11 (Meetings of the members), of which not less than 5 months' notice has been given to those eligible to attend and vote:
 - (a) By a resolution passed by a 75% majority of those Voting Members voting, or
 - (b) By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the Voting Members at the meeting; or
 - 28.1.2 By a resolution agreed in writing by all Voting Members.
- 28.2 Subject to the payment of all the CIO's debts:
- 28.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - 28.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - 28.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO. For the avoidance of doubt the remaining assets may be applied outside of England provided they are applied for the same or similar charitable purposes to those of the CIO.
- 28.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- 28.3.1 The charity trustees must send with their application to the Commission:
 - (a) A copy of the resolution passed by the Voting Members;
 - (b) A declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (c) A statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - 28.3.2 The charity trustees must ensure that a copy of the application is sent within seven days to every Voting Member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. **INTERPRETATION**

In this constitution:

“Academic” means an individual who spends more than 50% of his or her working time fulfilling his or her role at a higher education institution. Any doubt as to whether or not an individual qualifies as an “Academic” shall be determined by the charity trustees from time to time.

“**Appeals Group**” means the group of [Voting] Members appointed in accordance with any rules and/or bye laws from time to time and established to review any decision by the charity trustees to refuse an application for membership;

“**Charities Act 2011**” means the Charities Act 2011 as amended or re-enacted from time to time (<http://www.legislation.gov.uk/ukpga/2011/25/contents>)

“**charity trustee**” means a charity trustee of the CIO.

The “**Commission**” means the Charity Commission for England and Wales.

The “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations (<http://www.legislation.gov.uk/uksi/2012/3012/contents/made>).

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on a business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together; or
- (e) a body corporate which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012 (<http://www.legislation.gov.uk/uksi/2012/3013/contents/made>).

“**EFCE President**” means the chair of the charity trustees.

“**EFCE Vice-Presidents**” means the vice chairs of the charity trustees.

“**Electoral Reform Society**” means the UK-based non-governmental organisation of the same name, which campaigns for electoral fairness (www.electoral-reform.co.uk)

“**General Assembly**” means a general meeting of the members of the CIO.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012 (<http://www.legislation.gov.uk/uksi/2012/3012/contents/made>).

“**General Secretariat**” means the Member Societies from time to time who are appointed as general secretariats by the Voting Members who are for the time being the Institution of Chemical

Engineers; Gesellschaft für Chemische Technik und Biotechnologie; and Société Française de Génie des Procédés.

“**Honorary Members**” means those individuals which are invited to membership in accordance with clause 9.1.1(c).

“**Institutional Members**” means those entities which are approved for membership in accordance with clause 9.1.1(b).

“**meeting of the members**” means a meeting of the members of the CIO, whether a General Assembly or otherwise¹

“**Member Societies**” means those entities which are approved for membership in accordance with clause 9.1.1(a).

“**Non-Voting Members**” has the meaning set out at clause 9.3.3.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

“**rules and bye laws**” means any rules and/or bye laws created under clause 25 from time to time.

“**Voting Members**” has the meaning set out at clause 9.3.2.

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¹ Generally speaking, the only meetings of the members will be General Assemblies. However there may be situations where a meeting is required in between General Assemblies, which will not deal with the usual business dealt with at a General Assembly (such as electing charity trustees), to deal with an urgent matter. This will simply be a meeting of the members.