

First Version dated 9 December 2014 -
Revision Dated 10 June 2021

Constitution of the European Federation of Chemical Engineering

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 13.3);

(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 An elected charity trustee is eligible for re-election at the end of their Term save that no elected charity trustee may serve 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 an Officer.

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.