



*At the Council Chamber, Whitehall*

THE 21<sup>st</sup> DAY OF JULY 2021

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised By-laws of the Society of Chemical Industry as set out in the Schedule to this Order.

*Ceri King*

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*SCHEDULE*

REVISED BY-LAWS OF THE SOCIETY OF CHEMICAL INDUSTRY

1. **Membership**

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

2. **The Board of Trustees**

- 2.1 In this By-law 2, a “year” means the period between one AGM and the next.
- 2.2 The members of the Board of Trustees as Charity Trustees have control of the Society and its property and funds.

**Composition of the Board of Trustees**

- 2.3 All members of the Board of Trustees shall be Members of the Society.
- 2.4 Subject as otherwise provided by these By-laws, the members of the Board of Trustees shall comprise:

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

(together the “**Board of Trustees**”).

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

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

- 2.7 No Trustee shall serve on the Board of Trustees for longer than six consecutive years unless, exceptionally in the best interests of the Society, the Board of Trustees resolve by at least a seventy-five percent majority that a Trustee shall be eligible to serve a further consecutive term of office, whether in the same or another capacity, of up to three years. Provided always that the maximum time limits a person may serve as Honorary Treasurer or Chair of Trustees laid out below shall not be exceeded.
- 2.8 At each AGM of the Society, Ordinary Trustees, the Honorary Treasurer, and Co-opted Trustees who have served for a term of office of three whole or two years and one part year shall retire with immediate effect.

- 2.9 Ordinary Trustees and Co-opted Trustees who have served one term of office shall be eligible to serve up to a further consecutive three year term in any capacity on the Board of Trustees, but subject to By-law 2.7 they shall then retire and be eligible to serve for further three year terms only if each subsequent term of office is preceded by an interval of one year from the end of the previous term of office.
- 2.10 An Honorary Treasurer may not serve in that capacity for more than two terms of three years, whether consecutive or otherwise. A person who has served as Honorary Treasurer may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years on the Board of Trustees they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.11 A Chair of Trustees may not serve in that capacity for more than one term of three years. A person who has served as Chair of Trustees may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years on the Board of Trustees, they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.12 A Vice Chair of Trustees who has served one term of office shall be eligible to serve for two further consecutive one year terms in that capacity under a single Chair of Trustees. A person who has served as Vice Chair of Trustees may serve in another capacity on the Board of Trustees but, subject to By-law 2.7, once he or she has served six consecutive years on the Board of Trustees, or where he or she has served only one or two terms as Vice Chair of Trustees then four or five consecutive years respectively, they shall then retire and be eligible to serve further terms of office only if each subsequent term of office is preceded by an interval of one year from the previous term of office.
- 2.13 The term of office of a member of the Board of Trustees automatically terminates if he or she:
- (A) becomes prohibited by law from being a member of the Board of Trustees; or
  - (B) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (C) in the written opinion, given to the Board of Trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months; or
  - (D) is absent from three consecutive meetings of the Board of Trustees without good reason and the Board of Trustees resolve that his or her office be vacated; or
  - (E) resigns by written notice to the Board of Trustees; or

- (F) is removed by resolution passed by at least two-thirds of the Members of the Society such resolution being passed at a general meeting duly convened and held after the meeting has invited the views of the Board of Trustees and the member of the Board of Trustees concerned and the chair of the meeting has declared that the meeting has considered the matter in light of such views; or
- (G) is removed by the body which appointed him or her; or
- (H) ceases to be a Member of the Society.

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

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

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

### **3. Board of Trustees Committees**

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

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

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

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

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

### **4. Powers of the Board of Trustees**

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

## **5. Groups**

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

5.1 Special Interest Groups;

5.2 International Groups; and

5.3 United Kingdom and Ireland Regional Groups.

## **6. Membership**

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

## **7. Officers and Groups, Committees and Sub-Committees and President's Council**

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

## **8. Nomination, Election and Appointments**

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

## **9. Banking**

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

## **10. Trust Funds**

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

## **11. Records and Accounts**

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

## **12. Notices**

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

### **13. Indemnity**

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

### **14. Interpretation**

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