

RULES OF SOCIETY OF CHEMICAL INDUSTRY

1. Members

1.1 Proposal of Candidate

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

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

1.2 Election of Members

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

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

1.3 Honorary and Life Members

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

1.4 E-membership

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

Society of Chemical Industry

International Headquarters, 14/15 Belgrave Square, London, SW1X 8PS, UK
T: +44 (0)20 7598 1500 F: +44 (0)20 7598 1545 E: secretariat@soci.org www.soci.org

on any committee or attend any Forum or Group unless they are also ordinary Members of the Society.

1.5 Register of Members

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

1.6 Annual Subscription

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

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

1.7 Life Compositions

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

1.8 Subscription in Arrear

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

1.9 Certain Disqualifications of Members whose Subscriptions are in Arrears

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

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

1.10 Resignation of Members

Any Member may at any time terminate his membership by a notice in writing to that effect given to the Executive Director, but such notice, in order to be effective, shall be

accompanied by payment of any subscription or fee which at the date of the notice shall have become payable by the Member and which then remains unpaid.

1.11 Suspension or Termination of Membership by the Board of Trustees

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

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

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

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

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

1.12 Restriction on the Use of Distinctive Title or Initials

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

2. General meetings

- 2.1** Members of the Society are entitled to attend general meetings. General meetings are called on at least 14 clear days written notice to all Members (save where there is a special resolution to amend the Charter or the By-laws, in which case there shall be 21 clear days written notice specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such).
- 2.2** No business shall be transacted at any general meeting unless a quorum of Members is present. There is a quorum at a general meeting if the number of Members personally present is fifteen Members. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Trustees may determine.
- 2.3** The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a general meeting.
- 2.4** The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for 14 days or more, at least seven days notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 2.5** Except where otherwise provided by the Charter, By-laws or these Rules, every issue is decided by a majority of the votes cast.
- 2.6** The Society must hold an AGM in every year which all Members shall be entitled to attend.
- 2.7** At an AGM the Members of the Society:
- (A)** receive the accounts of the Society for the previous financial year;
 - (B)** receive the Board of Trustees' report on the Society's activities since the previous AGM;
 - (C)** accept the retirement of Members of the Board of Trustees who wish to retire or who are retiring at the conclusion of their term of office;
 - (D)** elect persons to fill Board of Trustees' vacancies arising including a Chairman, Treasurer and Chairmen of standing committees;
 - (E)** remove Members of the Board of Trustees;
 - (F)** elect Members of the Board of Trustees' standing committees;
 - (G)** appoint auditors for the Society; and
 - (H)** discuss any issues of policy or deal with any other business put before them.
- 2.8** Any general meeting which is not an AGM is an EGM. Subject to Rule 2.7 the Board of Trustees shall set the agenda for general meetings.
- 2.9** An EGM may be called at any time by the Board of Trustees and must be called within 28 days on a written request from thirty Members of the Society.
- 2.10** A resolution put to the vote of the meeting shall be decided by poll, postal votes or votes by electronic means.
- 2.11** In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote he may have.

3. Powers of the Board of Trustees

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

- 3.1** to appoint an Honorary President;
- 3.2** to appoint and remove patrons;
- 3.3** to appoint temporary honorary officers from among their number, subject to By-law 2.4;
- 3.4** to appoint Honorary Members and Life Members;
- 3.5** to form standing committees and sub-committees of the Board of Trustees (such committees to consist of two or more individuals appointed by the Board of Trustees) and to adopt terms of reference for all standing committees and sub-committees of the Board of Trustees;

- 3.6 to delegate any of their functions to standing committees or sub-committees of the Board of Trustees;
- 3.7 to make any further Rules for the general administration of the Society, including Rules to govern proceedings of Board of Trustees' meetings, committees, sub-committees of the Board of Trustees and groups, the use of its seal, procedures to assist the resolution of disputes and to generally manage the business of the Society.

4. Officers and Standing Committees of the Board of Trustees

- 4.1 The term of office of the Chairman of the Board of Trustees and the Chairmen of all standing committees is three years, but they may serve a further term subject to By-law 2.7.
- 4.2 There shall be not less than six nor more than fifteen elected Members of any standing committee including the Chairman.
- 4.3 Any standing committee may co-opt up to five additional Members.
- 4.4 Subject to By-law 2.5(B) in the case of Trustees, co-optees may only serve for maximum of three years, not renewable until a period of one calendar year has elapsed.
- 4.5 Co-optees shall be eligible to vote on their respective committees.

5. Nomination, Election and Appointments

- 5.1 The Board of Trustees shall, with the assistance of the Executive Director, and the Executive Team, organise nominations, elections or appointments.
- 5.2 For the elected post of the Chairman of the Board of Trustees, Members of the Board of Trustees, standing committee Chairmen and Members of standing committees, the Board of Trustees shall seek nominations from the membership.
- 5.3 The Board of Trustees shall assemble the nominations list, including information on each nominee, advise the membership, collect votes made in the manner set out in the Rules and supervise the election at the AGM.
- 5.4 For the election of Members of the Board of Trustees and standing committees, the elections will be in accordance with these Rules. The process will be that set out in Rule 5.3.
- 5.5 All candidate nominations and subsequent votes shall be sent to an independent scrutineer as appointed by the Board of Trustees from time to time.

6. Proceedings of the Board of Trustees

- 6.1 The Board of Trustees must hold at least four meetings each year.
- 6.2 A quorum at a meeting of the Board of Trustees is more than 50% of the Members of the Board of Trustees.
- 6.3 A meeting of the Board of Trustees may be held in person or by suitable electronic means as agreed by the Board of Trustees by which participants may communicate with all the other participants.
- 6.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Deputy Chairman presides at each meeting. The Board of Trustees may elect a temporary Chairman for a meeting if it so wishes.
- 6.5 Every issue (except for financial matters which require seventy-five percent of the votes in favour) may be determined by a simple majority of the votes cast at a meeting but a

written resolution of the Members of the Board of Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

- 6.6** Except for the chairman of the meeting, who has a second or casting vote, every Member of the Board of Trustees has one vote on each issue.
- 6.7** A procedural defect of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7. Committees and Sub-Committees

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

8. Groups

8.1 Rules of a Group

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

- (A)** any Member of the Society shall, upon application to the Executive Director, be entitled to have his name entered upon the Register of the group and to become a Member of the group upon payment of the annual group subscription, if any, and to remain a Member so long as he duly pays the annual group subscription, if any, and is a Member of the Society; and
- (B)** the business of the group shall be conducted by a committee chosen from Members of the group consisting of a Chairman, Honorary Secretary, Honorary Treasurer, and ordinary Members of the committee, with the provision that one or more of the offices may be held by one person.

This power may be delegated to a standing committee.

8.2 Finances of a Group

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

8.3 Cessation of a Subject Group

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

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

This power may be delegated to a standing committee.

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

8.4 Formation of a New Group

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

9. Banking

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

10. Records and Accounts

- 10.1 The Board of Trustees must comply with the requirements of the Charities Act 1993 (and any subsequent amending legislation) as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:
 - (A) annual reports;
 - (B) annual returns; and
 - (C) annual statements of account.
- 10.2 The Board of Trustees must keep proper records of:
 - (A) all proceedings at general meetings;
 - (A) all proceedings at meetings of the Board of Trustees;
 - (B) all reports of committees and sub-committees of the Board of Trustees; and
 - (C) all professional advice obtained.
- 10.3 Accounting records relating to the Society must be made available for inspection by any Member of the Board of Trustees at any reasonable time during normal office hours and may be made available for inspection by Members who are not Members of the Board of Trustees if the Board of Trustees so decide.
- 10.4 A copy of the Society's latest available statement of account must be supplied on request to any Member of the Board of Trustees or Members, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.
- 10.5 No Member of the Society shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Society.

11. Notices to Members of the Society

- 11.1** Notices under these Rules may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.
- 11.2** The only address at which a Member is entitled to receive notices is the address shown in the register of Members.
- 11.3** Any notice given in accordance with these Rules is to be treated for all purposes as having been received:
- (A)** twenty four hours after being sent by electronic means or delivered by hand to the relevant address;
 - (B)** two clear days after being sent by first class post to that address;
 - (C)** three clear days after being sent by second class or overseas post to that address;
 - (D)** on the date of publication of a newspaper containing the notice;
 - (E)** on being handed to the Member personally; or, if earlier
 - (F)** as soon as the Member acknowledges actual receipt.
- 11.4** A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. Interpretation

- 12.1** The definitions in these Rules shall have corresponding meaning in the Charter and By-laws:
- “AGM” means an annual general meeting of the Society;
 - “clear day” means 24 hours from midnight following the relevant event;
 - “Charity Trustees” has the meaning prescribed by section 97(1) of the Charities Act 1993;
 - “EGM” means an extraordinary general meeting of the Society;
 - “Executive Director” means the person appointed by the Board of Trustees to implement and conduct the operational activities of the Society;
 - “Executive Team” means such Members of staff as selected by the Executive Director of the Society from time to time;
 - “financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
 - “material benefit” means a benefit which may not be financial but has monetary value;
 - “membership” refers to membership of the Society;
 - “month” means calendar month;
 - “the objects” means the objects of the Society as defined in Article 2 of the Charter;

- “officers” shall mean the Chairman of the Board of Trustees, the Honorary Treasurer, the Honorary Secretary; or other honorary office conferred on Trustees in accordance with the Rules;
- “the Office” means the registered office of the Society from time to time;
- “personal interest” means either financial or non-financial interests;
- “Secretary” means the Honorary Secretary of the Society;
- “taxable trading” means carrying on a trade or a business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects;
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

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

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