

**THE BY-LAWS
of
SOCIETY OF CHEMICAL INDUSTRY**

1. Membership

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

2. The Board of Trustees

2.1 The Members of the Board of Trustees as Charity Trustees have control of the Society and its property and funds. The Members of the Board of Trustees shall be Members of the Society.

2.2 The number of Members of the Board of Trustees shall be not more than fifteen elected Members.

2.3 Every Member of the Board of Trustees 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.

2.4 Subject to By-law 2.5(B), the Board of Trustees shall comprise of up to fifteen elected Trustees. The Chairman of the Board of Trustees and the Chairmen of the standing committees shall be elected in accordance with By-law 2.5(A) and shall be deemed to be elected Members of the Board of Trustees. There shall be a standing committee called "the Finance and Investments Advisory Committee" and the Chairman of the Finance and Investments Advisory Committee shall be the Honorary Treasurer of the Society. If there is a standing committee relating to membership affairs, it shall be called "the Membership Affairs Committee", and its Chairman shall be the Honorary Secretary of the Society. The Board of Trustees may elect a Deputy Chairman of the Board from the elected Members of the Board.

2.5

(A) Subject to By-law 2.4 and any other By-laws or Rules governing the appointment and removal of Members of the Board of Trustees, the Members of the Society shall be entitled at the AGM or at a general meeting to elect Members of the Board of Trustees (including the officers), to remove any Member of the Board of Trustees so elected and to elect another Member of the Board of Trustees in place of any Member of the Board of Trustees who ceases to be a Member of the Board of Trustees.

- (B)** In addition to Members of the Board of Trustees elected under By-law 2.5(A) the Board of Trustees may co-opt up to five additional Members of the Board of Trustees at its discretion who shall serve until the third AGM following their co-option. Any co-opted Members of the Board of Trustees 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

- (A)** At each AGM of the Society, Members of the Board of Trustees who have served for a term of office of three years shall retire.

- (B)** Such retirements shall take effect at each AGM.

2.7

A Member of the Board of Trustees retiring under By-law 2.6(A), or otherwise shall be eligible for re-election under By-law 2.5. However, the Chairman of the Board of Trustees and the Chairmen of all standing committees may only hold that specific Chairmanship for a lifetime maximum of six years.

2.8

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 creditors generally; or

- (C)** is or may be suffering from mental disorder and either:

- (1)** he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (2)** an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; 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 chairman of the meeting has declared that the meeting has considered the matter in light of such views; or

- (G)** ceases to be a Member of the Society.

- 2.9** 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.
- 2.10** Board of Trustees decisions regarding budgets and capital expenditure must be supported by a majority vote in favour as prescribed in Rule 6.5 of the Rules.
- 2.11** Corresponding provisions to this By-law shall apply to the Members of all standing committees and sub-committees of the Board of Trustees. Where By-law 2.8(D) applies to standing committees and sub-committees those committees shall resolve whether the office shall be vacated.

3. Board of Trustees Standing Committees

At the AGM the Members of the Society shall elect Members to serve on any standing committees set up by the Board of Trustees. The Chairman of the Board of Trustees shall have observer status without voting rights unless elected to that standing committee.

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

The Board of Trustees have the power to make Rules concerning officers and groups, committees and sub-committees.

8. Nomination, Election and Appointments

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

9. Banking

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

10. Trust Funds

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

11. Records and Accounts

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

12. Notices

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

13. Indemnity

13.1 Every Member of the Board of Trustees or other officer, Member of any standing committee, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

13.2 The Society will indemnify the Trustees (and former Trustees) of its pensions scheme in perpetuity against any claims arising from the scheme.

14. Interpretation

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