

## CHARTER

**ORIGINAL CHARTER 1907  
SUPPLEMENTAL CHARTER 1986**

**AMENDED 2007 CHARTER**  
**Society of Chemical Industry, 14/15 Belgrave Square, London, SW1X 8PS UK**

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**Founded 1881 Incorporated by Royal Charter 1907 Registered Charity No 206883  
ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain  
and Northern Ireland and of Our other Realms and Territories Queen, Head of the  
Commonwealth, Defender of the Faith:**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS by an humble Petition the Society of Chemical Industry (hereinafter called "the Society") has represented unto Us:

- (a) that the Society was incorporated by Royal Charter granted in the year of our Lord One thousand nine hundred and seven (hereinafter called "the Original Charter") having as its primary object the advancement of applied chemistry in all its branches and is now constituted according to the Original Charter;
- (b) that the Society has continuously fulfilled its objects and duties in the manner prescribed;
- (c) that some of the provisions of the Original Charter have become obsolete and it is desirable for the better performance of the Society's objects and functions that the Original Charter should be revoked save with respect to the incorporation of the Society and replaced by a new Charter better fitted to that end.

**NOW, THEREFORE KNOW YE** that we, having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents for Us, Our Heirs, and Successors do grant and declare as follows:

1. The provisions of the Original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal with power to alter and renew the same, and the power to sue and be sued and to purchase, hold and dispose of real or other property, and require that the Society shall apply its profits and income to its objects and shall not pay dividends to its Members) and the existing By-laws of the Society shall be revoked with effect from the 1<sup>st</sup> day of April one thousand nine hundred and eighty six (hereinafter referred to as "the Effective Date"), but this revocation shall not affect the validity or legality of any act, deed or thing already done or executed under the Original Charter or the said By-laws.

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## **2. Objects**

The objects (the "objects") of the Society shall be to advance the application of chemistry and related sciences for the public benefit by:

- 2.1** furthering the practical application of discoveries in the field of chemistry and related sciences to the products and processes of industry;
- 2.2** providing a forum in which multi-disciplinary discussions on the opportunities and problems of industry can take place and publishing appropriate journals, books and other communications;
- 2.3** granting medals, lectureships, scholarships and other awards;
- 2.4** carrying out, or assisting in the carrying out of, investigations into matters of public concern relating to the practical application of chemistry and related sciences;
- 2.5** bringing to public notice the benefits accruing from the practical application of chemistry and related sciences; and
- 2.6** all such other charitable means;

but such objects shall not comprise nor shall this Our Charter confer upon the Society any power or right to act as an examining body for the purpose of prescribing or holding examinations whereby degrees, qualifications or authority to practice or to use any distinctive title can or may be conferred upon practising chemists or any other persons whatsoever whether or not Members of the Society.

## **3. Powers**

In furtherance of the above objects (but not otherwise) the Society has the following powers to do anything within the law which promotes or is ancillary to the objects:

- 3.1** to publish journals, magazines, newsletters and information;
- 3.2** to organise events, lectures, seminars, training and symposia;
- 3.3** to charge and collect membership subscriptions;
- 3.4** to promote, commission or carry out research;
- 3.5** to provide advice;
- 3.6** to raise funds (but not by means of taxable trading);
- 3.7** to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993 as amended by the Charities Act 2006 and any subsequent legislation);
- 3.8** to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 3.9** to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 3.10** to let or dispose of property of any kind;
- 3.11** to provide financial assistance, make grants, donations or loans of money and to give guarantees;

- 3.12** to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 3.13** to set aside funds for special purposes or as reserves against future expenditure;
- 3.14** to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 3.15** to delegate the management of investments to a financial expert, but only on terms that:
- (A)** the investment policy is set down in writing for the financial expert by the Board of Trustees;
  - (B)** every transaction is reported promptly to the Board of Trustees;
  - (C)** the performance of the investments is reviewed regularly with the Board of Trustees;
  - (D)** the Board of Trustees is entitled to cancel the delegation arrangement at any time;
  - (E)** the investment policy and the delegation arrangement are reviewed at least once a year;
  - (F)** all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
  - (G)** the financial expert must not do anything outside the powers of the Board of Trustees.
- 3.16** to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 3.17** to constitute and delegate powers to such standing committees as the Board of Trustees may think fit;
- 3.18** to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.19** to purchase and maintain insurance for the Members of the Board of Trustees against the costs of a successful defence of a criminal prosecution brought against them as Members of the Board of Trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society which is or is alleged to be a breach of trust or breach of duty, unless the Member of the Board of Trustees concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.20** to employ paid or unpaid agents, staff or advisers;
- 3.21** to enter into contracts to provide services to or on behalf of other bodies;
- 3.22** to establish where necessary local branches;
- 3.23** to procure the Society to be registered or recognised in any foreign country or place;
- 3.24** subject to Article 7.7 of this Charter to enter into agreements for the purpose of amalgamating with other charitable societies;

**3.25** to assist and co-operate with other organisations; and

**3.26** to establish subsidiary companies to assist or act as agents for the Society.

#### **4. Benefits to Members of the Society**

The property and funds of the Society shall be used only for promoting the objects and do not belong to the Members of the Society except as provided for in the By-laws.

#### **5. Memberships and qualifications**

Provisions as to membership and Members' qualifications shall be provided for in the Rules.

#### **6. Meetings**

The meetings of the Society, its committees and groups shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

#### **7. Governance**

**7.1** There shall be a Board of Trustees of the Society consisting of such number of Members to be elected or constituted and to hold office for such period and on such terms as to re-election or otherwise as the By-laws or the Rules for the time being shall prescribe.

**7.2** The overall direction and management of the Society and its affairs and business shall be vested in the Board of Trustees subject to the provisions of these Presents and the By-laws and the Rules. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe.

**7.3** Rules shall regulate meetings of the Board of Trustees, its proceedings and the appointment of groups, committees and sub-committees and any other matters connected with the exercise and discharge of the powers and duties of the Board of Trustees.

**7.4** The Society shall have an honorary President and such officers with such functions, tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Board of Trustees may from time to time appoint.

**7.5** The Society may by special resolution passed by not less than two-thirds of the Members voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules from time to time make such By-laws as shall seem to it requisite and convenient for the regulation, government and advantage of the Society and from time to time revoke, amend or add to any By-law or By-laws heretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-law, revocation, amendment, or addition shall take effect until the same shall have been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

**7.6** The Board of Trustees may by special resolution passed at a meeting by not less than two-thirds of the Members of the Board of Trustees present and voting (being an absolute majority of the whole number of the Members of the Board of Trustees) and confirmed by not less than two-thirds of the Members of the Society voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors

in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. Provided that no such revocation, amendment or addition shall be made which shall cause the Society to cease to be a charity at law other than in the case of dissolution under Article 8 of this Charter. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

**7.7** The Society may enter into agreements for the purpose of amalgamating with any kindred charitable society, provided that any such amalgamation shall be approved by a resolution passed by not less than two-thirds of the Members of the Society voting (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws and thereafter the Members of such kindred society shall, subject to such conditions as the agreement may prescribe, be Members of the Society. No agreement entered into under this Article shall take effect until it shall have been allowed by Us in Council.

**7.8** The Board of Trustees may make and from time to time revoke, amend or add to the Rules as required for the regulation, government and advantage of the Society, its Members and property, and for the furtherance of the objects and purposes of the Society. Provided that no such Rules or any revocation of or amendment or addition to any such Rules shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm.

**7.9** The first By-laws to be made under these Presents shall be those made by the voters of the Society and annexed hereto.

## **8. Dissolution**

**8.1** The Board of Trustees may by special resolution passed and confirmed as described by Article 7.6 of this Charter hereof Surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs and Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.

**8.2** If the Society is wound up or dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Society and if more than one then in such shares or proportions and in such manner in all respects as the Board of Trustees may, in their discretion, decide.

## **9. Interpretation**

The Board of Trustees shall make Rules concerning the definitions contained in this Charter, the By-laws and the Rules.

## **10. Conclusion**

And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent

Witness Ourselves at Westminster this ..... of Our Reign

By Warrant under the Queen's Sign Manual.