



The Institution of Gas Engineers and Managers



Governance Manual

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- 1. Index**
 - 1.1 Document objectives
 - 1.2 Document control
- 2. Context**
 - 2.1 IGEM history
 - 2.2 Vision statement
 - 2.3 Mission statement
- 3. Council and Committee Structures**
 - 3.1 Governance Framework
 - 3.2 The Council
 - 3.3 Council elections
 - 3.4 Council meetings
 - 3.5 Meetings of IGEM
- 4. Members of Council**
 - 4.1 President
 - 4.2 Vice Presidents
 - 4.3 Ordinary Members
 - 4.4 Sections
 - 4.5 Co-opted Members
 - 4.6 Honorary Members
 - 4.7 Chief Executive Officer (CEO)
- 5. Trustees**
 - 5.1 General role
 - 5.2 General responsibility
 - 5.3 Specific responsibility
 - 5.4 Utilisation
- 6. Boards and Committees of Council**
 - 6.1 General
 - 6.2 Executive Board
 - 6.3 Committees
 - 6.4 Roles of IGEM Committees & Responsible Officers
- 7. Annual Schedule of Business Meetings**
- 8. Sections, Divisions, Branches and Groups**
- 9. The General Role of Secretariat**
 - 9.1-7 Management Roles
- 10. Legal Liabilities**
 - 10.1 Council
 - 10.2 Members of Council
- 11. Financial Governance**
 - 11.1 Accounts
 - 11.2 Delegated Authority
 - 11.3 Auditors
 - 11.4 Funds & Reserves
- 12. Policies**

ATTACHMENTS

Attachment 1	Royal Charter & By-Laws (CD 6A)
Attachment 2	Rules of Sections
Attachment 3	Rules of Branches
Attachment 4	Delegated Authority from Council to Committees & Boards of Council
Attachment 5	Terms of Reference for Executive Board
Attachment 6	Terms of Reference for Delegated Committees of Council (Finance, Audit & Risk, Technical Co-ordination, Membership)
Attachment 7	Disclosure Statement for Trustees
Attachment 8	Code of Conduct for Members
Attachment 9	Chief Executive Officer Role Description
Attachment 10	Secretariat Organisation Chart
Attachment 11	Financial Funds & Reserves Policy
Attachment 12	Conflict of Interests Policy
Attachment 13	Competition Law Compliance Policy
Attachment 14	Privacy and Data Protection Policy
Attachment 15	Health, Safety & Environment Policy
Attachment 16	Quality Policy
Attachment 17	Whistleblowing Policy
Attachment 18	Equal Opportunities, Diversity & Inclusion Policy
Attachment 19	Council, Executive Board Delegated Committees Self-Assessment
Attachment 20	Council Nomination Forms
Attachment 21	Amendment List

1. INTRODUCTION

All Trustees are advised during the induction procedure that it is their responsibility to understand the requirements placed on them by the By-Laws, legal provisions and rules under which Trustees of IGEM operate.

If any Trustee has doubts about the meaning of any provision they should seek advice from the Chief Executive Officer. Trustees are also advised to ensure they are using the current, approved version of the Governance Manual.

1.1 Document Objectives

The purpose of this Governance Manual is to provide Trustees, other Council Members and Chief Executive Officer with comprehensive guidance and reference materials to enable them to operate effectively and in accordance with legislation, regulation and IGEM's requirements.

Quality Management System Control Documents are used and referenced in this Manual. They are a useful source of further information and should be read fully and understood. These are:

- Quality Manual (CD1)
- Membership Policy and Procedures Manual (MPPM) (CD2)
- Quality Procedures (CD3)
- Royal Charter and By-Laws (CD6 & CD6A)*
** The latter document, CD6A, is a derived version of CD6 The Royal Charter (Complete Record) and By-Laws: which includes the full Charter, petitions for supplementary Charters, supplementary Charters, Charter amendments and By-Laws.*

The full document, CD6, remains as the legal version and provides the full Charter history. The Royal Charter of the Institution of Gas Engineers granted in 1929 has been amended as follows:

- revised by the Supplemental Charter dated 2nd May 1969
- amended by the Supplemental Charter dated 2nd May 1969
- amended by the Supplementary Charter dated 3rd May 1950
- amendments to the Charter dated 18th July 2001.

A single Royal Charter reflecting these changes does not exist and so this derived version extrapolates all the elements of the Charters, taking revisions and amendments from each Charter and excluding the elements that have been subsequently superseded. The purpose of the derived version is to allow easier reading and reference to those who want to understand the existing Charter provision and not necessarily be impeded by the content of historical elements. The derived Charter is Attachment 1.

NB: Within this Manual masculine gender includes the feminine unless the context precludes.

1.2 Document control

The content of this Governance Manual has been agreed by the Executive Board and approved by Council.

Editorial changes to this manual will be approved by the Executive Board.
Any changes to substance will be approved by Council.

A Document Revision List is appended (*Attachment 20*). The most up-to-date copy of this Manual can be obtained from IGEM's intranet site. If you are to use this Manual in any formal way, you must ensure you have obtained the most up-to-date version.

2. CONTEXT

2.1 IGEM History

The Institution of Gas Engineers was founded in 1863 as the Institution of Gas Engineers and obtained its Royal Charter in 1929. The Institution was founded by the 1100+ gas companies who operated in the United Kingdom prior to nationalisation, to provide a focal point for formulating and standardising Codes of Practice and Technical Standards for the industry. It also provided, and still provides, a neutral forum for the exchange of technical and managerial information and to ensure that the professional standards of individual gas engineers and those associated with the gas industry are maintained. It encourages good practice through exchange of information.

The nationalisation of the gas industry, in 1949, swept away the 1100+ gas companies and the Institution reflected this change. However, the deregulation of the gas industry and the opening of the market has meant a return for the Institution to the role it fulfilled pre-1949.

IGEM was a founder member of the International Gas Union (IGU).

In 2001, the Institution changed its name (and its scope) to the Institution of Gas Engineers and Managers (IGEM).

IGEM was a founder member of the Engineering Council (EC) and continues to be an authorised body for the accreditation of professional engineers and of academic & vocational education programmes.

IGEM has members in over 70 countries.

IGEM produces its own journal (Gi) as an organ for further distributing information to its membership and it also runs a number of technical seminars, courses and conferences through the year.

IGEM produces a range of technical publications, including Standards, for use by the gas industry, the majority of which are recognised by regulatory bodies, such as HSE.

In addition to its services to members, IGEM provides technical guidance and assistance to the public and to non-member gas companies who may contact it for information and also answer queries from related organisations e.g. Ofgem; Government Departments; Government Agencies such as HSE; Gas Safe Register and EU Skills and other skills bodies.

2.2 Vision Statement

To be the pre-eminent Institution for gas professionals.

2.3 Mission Statement

IGEM is a professional engineering institution which, as a membership organisation, advances the related sciences and extends relevant knowledge of gas engineering for the benefit of the community at large.

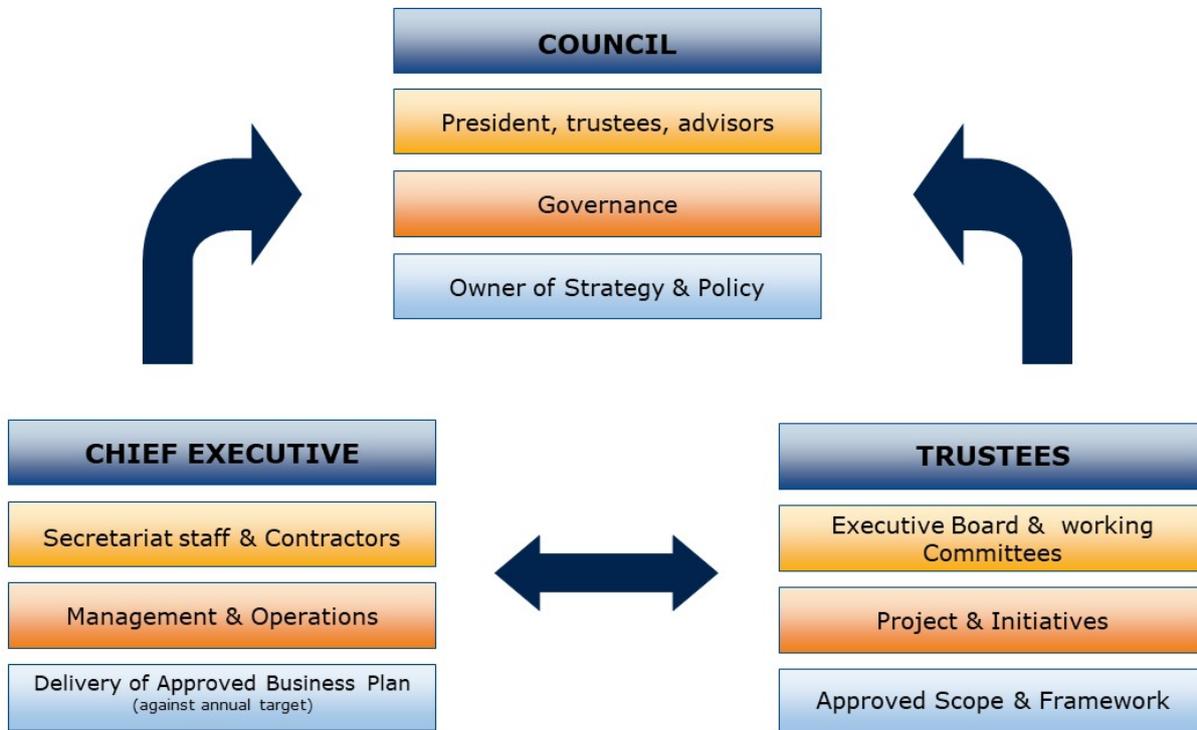
This, generally, is to be achieved by:

- promoting the attainment and maintenance of the highest standards of professional competence
- providing high quality products, services and personal and professional development
- identifying and improving gas policy in co-operation with other stakeholder
- conducting all activities with robust governance and on a sound financial basis.

3. COUNCIL AND COMMITTEE STRUCTURES

3.1 Governance Framework

The governance hierarchy and key reporting lines within IGEM are illustrated below:



Council is the most senior body within the governance structure, led by the elected President. Council has a collective responsibility for the governance and control of the Institution.

In accordance with the Royal Charter, Council may choose to appoint Boards and Committees to conduct clearly delegated work on its behalf. Boards, Committees and other working groups report into Council.

Council will maintain a List of Delegated Authorities to the appointed Boards & Committees (*Attachment 4*). Any appointed Board shall consist of at least five Members of Council. Any appointed Committee will have at least one, and normally two (2) Trustees within its membership.

The Secretariat reports, through the CEO, to Council and will have specific operational tasks, manpower and financial controls allocated to it. The Secretariat works to deliver an agreed annual Business Plan; objective and scope documents; and general requests. The Secretariat is managed by the CEO. Once the Business Plan is agreed by Council the CEO is then responsible for the daily operational management of IGEM. The CEO will report progress at each meeting of Council and Executive Board.

3.2 The Council

The Council is responsible for the overall governance and control of IGEM. It creates and facilitates policy and strategy initiatives through the Executive Board and Committee Structure.

General Role of Council

The Council is a board of all Trustees plus Advisors to Council and, as the ultimate responsible body, acts to:

- provide strategic direction
- monitor progress against strategic and business plans
- approve annual Business Plans
- approve levels of authority of executive management team
- owner of corporate governance
- support trustees to comply with Charity Law
- assure compliance with Royal Charter, By-Laws
- assure compliance with Engineering Council licence.

The Council shall make such rules as necessary for the proper running of IGEM.

Composition of Council (reference By-Law 8)

Any person who becomes a Trustee Member of Council must have been correctly nominated, elected and, implicit within this election, have made the necessary disclosure statement, participated in an induction programme, demonstrated knowledge of the responsibilities placed upon them, read and agreed the Code of Conduct for Members and signed the nomination form before accepting the seat, and read the following relevant Policies:

- Disclosure Statement for Trustees (*Attachment 7*)
- Code of Conduct for Members (*Attachment 8*)
- Financial Holdings and Reserves Policy (*Attachment 11*)
- Conflict of Interests Policy (*Attachment 12*)
- Competition Law Compliance (*Attachment 13*)
- Privacy & Data Protection (*Attachment 14*)
- Health, Safety & Environment Policy (*Attachment 15*)
- Quality Policy (*Attachment 16*)
- Whistleblowing Policy (*Attachment 17*)
- Equal Opportunities, Diversity & Inclusion Policy (*Attachment 18*)

The Council shall consist of:

- the President (the Chairperson)
- the most recent Past President
- the two Vice Presidents, the senior of whom will normally be the President-Elect
- the Honorary Secretary
- the Chairperson of each Section of IGEM, who must be a corporate member of IGEM [*except Young Persons Network*]
- twelve (12) Ordinary members
- the CEO
- plus not more than five (5) co-opted members who are Advisors to Council.

(NB: Any Chairperson of a Committees who is not a Trustee will be an Advisor to Council).

Not less than half of all the members of Council at any given time shall be Chartered Engineers or Incorporated Engineers or Engineering Technicians, and not less than two-thirds shall be Corporate members of IGEM.

The Honorary Secretary, CEO and the co-opted members shall be regarded as ex-officio members of Council without voting rights (unless also a duly elected/appointed member).

3.3 Council Elections (reference By-Law 9)

Nominations (refer 9A)

Nominations of candidates for election to Council shall be received by the CEO not later than the first day of January annually. These shall include statements in writing by the candidates that they are willing and able to serve.

The nomination form (*Attachment 20*) shall be signed by one proposer and two seconders, all of whom shall be corporate members.

Ballot (refer 9B)

Not less than sixty days before the Annual General Meeting (AGM), a voting paper, the form of which shall be determined by Council, shall be posted to every member entitled to vote. The ballot form for all vacancies shall be sent to all Corporate Members.

Each voting paper shall clearly state the number of vacancies in each class to comply with By-law 8(E). Corporate Members shall be required to vote for a minimum of four candidates.

Voting papers not completed in accordance with the instructions shall be invalid. Each voting paper shall be returned in the envelope provided to arrive not later than the day before the date of the AGM. Papers arriving thereafter shall be destroyed unopened.

In the event of there being only the exact number, or less, of candidates as there are vacancies, a ballot shall not be held and the nominated candidates shall be declared elected; any remaining vacancies shall be filled by the Council by co-option. Any such co-opted member shall serve for the full term of three years and will be a Trustee of IGEM with full Trustee responsibilities and voting rights.

Scrutineers (refer 9C)

At its first meeting after the AGM, Council shall appoint not less than three Scrutineers from those members of IGEM who are not nominated for election or re-election. The Scrutineers shall present themselves on the day of the AGM at the location of the AGM and supervise the counting of the votes. The report of the Scrutineers shall be handed to the Chairperson immediately before the meeting.

In the event of the Scrutineers being unable to report the election of any member of the Council due to an equality of votes, the Chairperson of the AGM shall have the casting vote or votes necessary to make the election complete.

Announcement of Election (refer 9D)

The names of the newly elected members of Council and of the President and the two Vice Presidents for the following year shall be announced by the Chairperson at the end of the said AGM. This announcement shall constitute the beginning of their respective terms of office.

3.4 Council Meetings (reference By-Law 10)

Council shall normally meet four times a year, or at such times as Council may decide, or whenever summoned by the President or Vice President or on a requisition signed by five members of Council. At every meeting, six (6) shall be a quorum.

Whilst as much reasonable notice as possible is generally desired, a minimum of seven (7) days' clear notice of a meeting of Council shall be given in writing by the CEO to every member and Honorary Officer of the Council. When, in exceptional circumstances, an emergency meeting is called by the President, Vice President or on a requisition by five members of Council, as much notice as possible will be given to members.

The decision of Council on all matters dealt with by them in accordance with the By-laws shall be final and binding on all members of IGEM.

Unless stated otherwise within these By-Laws, voting at Council will be by simple majority and may be by show of hands or a secret ballot as decided by Council. Council may also determine to accept postal and/or proxy votes. In the event of a tied vote, the President shall have a casting vote.

Proper minutes shall be kept.

3.5 Self-Assessment

Council will conduct an annual self-appraisal of its effectiveness & performance (*Attachment 19*).

Council similarly requires that Boards and Committees will also conduct an annual review of effectiveness & performance and will conduct an annual review of their Terms of Reference.

3.6 Meetings of IGEM (reference By-Law 15)

The meetings of IGEM shall be as follows:

- Annual General Meeting (AGM)
- Special General Meetings (SGM)
- Ordinary Meetings.

Annual General Meetings (refer 15B)

The AGM shall be held on some convenient date during the Spring of each year, at such hours as may be appointed by Council.

The business of the AGM shall be to receive and consider the minutes of the previous AGM, the Audited accounts and the Report of Council on the state of IGEM, to appoint the Auditors for the ensuing year, and to receive the names of those newly-elected to Council.

Not less than twenty-one (21) days' clear notice shall be given to the members in writing of an AGM. The notice convening the meeting shall state the nature of the business to be transacted.

The quorum for the AGM shall be twenty (20) Corporate Members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of the AGM, the meeting shall stand adjourned to a time (within the following fifteen (15) days but not less than seven (7) days ahead) and place designated by the Chairperson, when the Corporate Members then present, whatever their number, shall constitute a quorum.

Proper minutes shall be kept.

Special General Meetings (refer 15C)

Council may at any time call a Special General Meeting.

Council shall convene a Special General Meeting on receipt of a requisition in writing of fifty (50) Corporate members. Such requisition shall state the matters to be brought before and the resolutions to be moved at the Special General Meeting, and shall be deposited with the CEO and may consist of several documents of like form, each signed by one or more requisitionists. If Council does not proceed within thirty (30) days from the date of such deposit to call a meeting, the requisitionists may themselves convene the meeting in any manner in which meetings may be convened by the Council, but any meeting so convened shall take place within three months of the date of such deposit.

The quorum for a Special General Meeting shall be twenty (20) Corporate Members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of a Special General Meeting, the meeting shall stand adjourned to a time (within the following fifteen (15) days but not less than seven (7) days ahead) and place designated by the Chairperson, when the Corporate Members present, whatever their number, shall constitute a quorum. Not less than twenty-one (21) days' notice shall be given in writing of a Special General Meeting, and such notice shall specify the resolutions to be considered.

An entry in the minutes by the Chairperson of the result of the voting by a show of hands shall be conclusive evidence thereof.

Ordinary Meetings (*refer 15D*)

Ordinary Meetings shall be held on such days and at such hour as may be appointed by Council. The business of Ordinary Meetings shall be technical meetings and discussions and such other business as is not specifically reserved for General Meetings. Non-members of IGEM may be permitted to attend Ordinary Meetings of IGEM under the conditions laid down by Council from time to time.

General Notes on Meetings and Postal Vote on resolutions arising there from (*refer 15E*)

At any meeting, a Resolution, and any amendment to it moved by the meeting, which is put to the vote of the meeting shall be decided on a show of hands, unless (before, or on, the declaration of the result of the show of hands) a postal vote or e-ballot as directed by the Chairperson or demanded by any twenty (20) Corporate Members present at the meeting.

In the event of a postal ballot or being held, both the original resolution and the amendments made by the meeting shall be voted on. The Council is empowered to determine the form and content of a postal ballot or e-ballot to ensure an overall consistent result.

Unless a postal vote or e-ballot vote be directed or demanded, a declaration by the Chairperson that a Resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect, signed in the book containing the Minutes of proceedings of IGEM, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The direction or demand for a postal vote or e-ballot vote may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.

In the event of a postal vote being directed or demanded, a copy of the notice of the meeting in question shall be sent by the CEO within fifteen (15) days, together with a voting paper to each voter, and shall be posted to the voter in an envelope marked as being from IGEM and addressed to his registered address. Two (2) months shall be allowed between the sending out of the voting papers and their return. The CEO, at the time of the sending out of the voting papers, shall send an intimation of the last date by which the returned voting papers must be received by him, and shall enclose an envelope addressed to the CEO for the return of the said voting papers.

The voter, on receipt of his voting paper, if he desires to vote on the Resolution or Resolutions, shall record his vote thereon and shall return the voting paper to the CEO. Voting papers not completed in accordance with the instructions laid down by the Council shall be invalid.

Each voting paper so received by the CEO shall be opened in the presence of the scrutineers appointed by the Council for that purpose, and the votes recorded thereby duly counted and reported to the President, who shall place the result of the vote before the Council at its next meeting.

All Corporate Members shall be sent notice of Special General Meetings, General Meetings and AGMs. Such notices may be published in the journal of IGEM.

A notice to a voter shall be deemed to have been served on him the second day following the one on which it was posted, and in proving such service it shall be sufficient evidence to show that an envelope or other wrapper containing the notice was addressed to the voter at his registered address and consigned to the custody of the Royal Mail of the United Kingdom. An accidental omission to send any notice to any voter shall not invalidate the voting on any matter considered at any meeting in respect of which such notice should have been given. Similarly, the date of an email sent to a valid email address provided by the voter shall provide such evidence of notice being served.

Where not otherwise dealt with in the By-laws the method of conducting the business of any Annual or Special General Meeting of Corporate Members, including provision for effective consideration of alterations, amendments or additions to any resolution to be moved at such meeting, shall be such as may be prescribed by Council.

Proxy voting

The By-Laws provide that Council may determine to accept proxy votes (By-Law 8 (G)). It should be noted that this is the only instance within the Governance Procedures of IGEM where Proxies may be permissible.

Any Trustee wishing to appoint a nominated proxy (who must be a Trustee), or if no specific person is named, the Chairperson of the meeting, and must advise the CEO in writing at least twenty-four hours in advance of the meeting for which the proxy may be applicable. The person making the proxy may specify how the proxy must be cast or may authorise the nominated person to decide how to exercise the proxy. It should be noted that the Trustee making the Proxy continues to be responsible under Charity Law for the consequences of the proxy vote.

The CEO will retain any proxies correctly advised to him in accordance with this procedure but, if a vote is to be taken, he will advise Council that notice has been served properly for the use of one or more proxies. Before any details about the proxies are provided to the other Trustees, the Trustee will vote by simple majority (the Chairperson of the meeting having a casting vote in the event of a tie) whether to accept proxy votes. In the event that Proxies are accepted, the CEO will announce the names of any Trustee making a proxy and the Trustee nominated to exercise that proxy. This information will be recorded in the minutes of the meeting. The Chairperson of the meeting will then call for a vote in the usual way.

4. MEMBERS OF COUNCIL (*reference By-Law 8*)

4.1 The President (*refer 8B*)

The general roles of the President are to:

- chair all Council and Executive Board meetings
- execute, any casting vote as may be required
- be the figurehead for the Institution
- act as an ambassador
- be a fundraiser
- be a coach.

The President, who shall be a Corporate member, shall be nominated by Council and shall hold office for one year. He shall take office at the conclusion of the AGM. Normally, the candidate for the Presidency shall be the President-Elect. No person shall be eligible for re-election to the office of President on more than one occasion, save incircumstances resolved by Council to be extraordinary.

The President shall take the chair at all meetings of the Council, AGMs, Special General Meetings and Ordinary Meetings of IGEM at which he is present, chair all meetings of the Executive Board, and may take the chair at any other meeting of IGEM. In the absence of the President, the President-Elect or, in his absence, a Vice-President shall take the chair at such meetings.

At the conclusion of his year of office or on resignation during that year, the President shall become a Past-President. In the event of the President resigning during his year of office, Council shall determine at the end of the Presidential year whether he shall be designated a Past-President. A Past-President shall not be eligible for election to Council for a period of three years following his period of Past-Presidential Service.

In the event of the death or resignation of the President, Council shall appoint an Acting President from among the members of the Council. He shall have the full powers of the President.

4.2 Vice Presidents (*refer 8C*)

General role of the Vice Presidents

The general role of a Vice President is to:

- support the President
- prepare for Presidency

The President Elect (*refer 8D*)

The President-Elect for the ensuing year shall be elected by Council at its meeting immediately preceding the AGM and shall hold office for one year. He shall normally be the longest serving Vice-President. If the President of IGEM is not an Engineer, then the President-Elect shall be an Engineer. He shall take office as the President-Elect at the conclusion of the AGM next following his election.

In the event of the death or resignation of the President-Elect, Council shall appoint a new President-Elect from among their number.

Service as the Acting President following the death or resignation of the President shall not preclude the President-Elect from taking office as the President the following year.

Vice President - Election process

At its meeting immediately preceding the AGM, Council shall elect a new Vice President, taking consideration that the existing President will become a Past President and the President Elect will become the new President and thus the existing Vice President becomes President Elect.

Trustees will nominate such persons they believe have the qualities to be future presidents.

The nominations will be sent to the CEO who will advise the individuals who have been nominated. Those persons will then accept or decline the opportunity to be considered for election to Vice President. The nomination form will then be completed. (*Attachment 20*)

Accepted nominees will be tabled at the Council meeting immediately preceding the AGM. The Trustees will then take a vote to decide who will be accepted as Vice President at the AGM.

4.3 Ordinary members of the Council (*refer 8E*)

The twelve (12) Ordinary members of Council shall be nominated and elected from among the members of IGEM and shall hold office for three (3) years from the AGM. Members wishing to be elected as an Ordinary Member of Council must complete the relevant nomination form (*Attachment 20*) and submit this to the CEO for administration.

Of the Ordinary members of Council, at the time of their election:

- at least six shall be Chartered Engineers, Incorporated Engineers or Engineering Technicians;
- all shall be Corporate Members.

Of the Ordinary members of Council, one third shall retire at the conclusion of each AGM and, unless elected as a Vice President, not qualify for re-election as an Ordinary member of Council for at least one year. A retiring member shall hold office until the conclusion of the AGM at which he retires.

The office of a member of Council shall be vacated if:

- the member, by notice in writing to IGEM, resigns his office or
- the member ceases to be a member or
- without the consent of Council, the member holds an office of profit under IGEM, or
- being directly interested in any contract with IGEM the member fails to disclose the nature of this interest or
- the member becomes bankrupt or makes any arrangement or composition with his creditors generally or
- a Receiver of the member's assets is appointed by the Court of Protection or
- three-quarters of the members present at a meeting of the Council, at which due notice of the proposed resolution has been given, vote for removal of the member from office or
- by resolution of a General Meeting of IGEM, the member be removed from office.

In the event of the death, disqualification or resignation of an Ordinary member of Council, Council shall fill that vacancy by co-opting to Council a member at any time during the Council year. In so doing, Council shall ensure the number in each class shall comply with By-law 8(E).

In any year when there will be a vacancy in the number of Ordinary members, due to the appointment of a member as an ex-officio member of Council, Council shall fill that vacancy by co-opting the member who fails by the least number of votes to gain election. In so doing, Council shall ensure the number in each class shall comply with By-law 8(E).

4.4 Section Members

Each Section will nominate a member to be a Trustee member of Council. This member will normally be the Chairperson of the Section. The Chairperson of the Section will be a corporate member of IGEM [FIGEM or MIGEM], as must any nominated alternative should the Chairperson not be able to fulfil the role.

NB: this does not apply to the Young Persons Network Section.

4.5 Co-opted Members (also known as Advisors to Council)

A maximum of five non-voting members may, from time to time, be co-opted by Council to membership of the Council. Such co-opted members shall hold office until the conclusion of the AGM following their co-option. However, they may stand for formal election to Council at that time. These co-opted members will be utilised to bring to Council skills, knowledge and experience required to satisfy the needs and requirements of IGEM.

General role of co-opted members

- to supplement the skills and experience of the Trustees
- to be members of long term working committees
- to be new advisors for committees, should they be endorsed following recommendation by the Trustees of that committee to Council.

Council should endorse co-opted members on an annual basis.

4.6 Honorary Officers (*Reference By-Law 12*)

Appointment of Honorary Officers (*refer 12A*)

The Council appoints Honorary Officers such as an Honorary Treasurer, Honorary Solicitor, and others as the Council may decide. Honorary Officers will hold office for a period of three years or such other period as shall be determined by Council. Retiring Honorary Officers shall be eligible for re-election.

Rights of Honorary Officers (*refer 12B*)

Any Honorary Officer shall have the right of attending all meetings of Council, but shall not have the right of voting at such meetings unless he is also a member of Council as defined in By-law 8(A). The Honorary Officers shall perform such duties as may from time to time be prescribed by Council.

Honorary Secretary (*refer 12C*)

The Honorary Secretary shall perform such duties and shall exercise such control over the CEO as may from time to time be prescribed by Council.

4.7 Chief Executive Officer (CEO) (*Reference By-Law 14*)

The CEO is accountable to Council for delivery of IGEM's Corporate Strategic Plan objectives and to the Board of IGEM Trading Company Ltd for the Company's Business Plan. The CEO's responsibilities are more fully described in the CEO Job Description (*Attachment 9*) but, in general, include:

- responsibility for all manpower and staff (*Attachment 10*)
- working within the financial constraints as delegated by Council
- ensuring all Committees and working groups are adequately supported
- facilitation of the Governance framework
- representing IGEM as delegated by Council
- promotion of IGEM, membership and technical services
- responsible for day to day financial management, including subscriptions
- financial account management
- implementation of strategy.

5. TRUSTEES

5.1 General Role of Trustees

The role of Trustees, in general, include:

- ensuring compliance with Charity Law. In addition, with the rest of Council Members, responsible for By-Laws, Engineering Council and Royal Charter requirements plus corporate governance
- development of strategy
- directorship, and therefore legally responsible for charity and trading company.
- being responsible to the Trustees for the Committee(s) on which they serve
- serving on at least one Committee
- being committed to their declarations on the Trustee Disclosure Statement (*Attachment 7*).
- being Chairperson/Vice Chairperson of Committees, if appointed
- attendance at all Council meetings

The Institution wishes to follow good governance practice at all times. An excellent reference source is current Guidance published by the Charity's Commission.

5.2 General Responsibility

Trustees have ultimate responsibility for:

- directing the affairs of the Charity
- ensuring it is solvent
- ensuring it is well run
- ensuring it meets the Institution's objects.

Trustee responsibility is both collective and individual.

Delegation is possible in some, but not all, cases.

Delegation does not absolve a Trustee of overall responsibility.

The core aspects of trusteeship are (i) compliance, (ii) prudence and (iii) duty of care:

5.3 Specific Responsibilities

Compliance

- ensure that the Institution complies with charity law and the requirements of the Charity Commission
- comply with the requirements of all other relevant legislation
- ensure that the Institution does not breach any of the requirements or rules set out in its Royal Charter or By-Laws
- act with integrity and avoid personal conflicts of interest
- general declaration is made to the CEO
- specific declarations must be made if a conflict of interest may arise on a particular subject or decision
- if a specific declaration is made the Trustee must declare this and should not vote.

Prudence

- ensure that the Institution is and will remain solvent
- use the Institution's funds and assets reasonably and only in furtherance of the Institution's objects
- avoid undertaking activities that may place the Institution's endowment, funds' assets or reputation at risk
- take special care when investing the funds of the Institution.

Duty of Care

- use professional external advice where appropriate
- use reasonable care and personal skills when working as a Trustee.

To undertake the above responsibilities effectively Trustees must ensure the following:

- IGEM is Carrying Out its Purposes for Public Benefit

This requires Trustees to understand:

- what IGEM can and can't do within its purposes
- how IGEM is fulfilling its purposes and benefiting the public
- what difference IGEM is really making.

- Compliance with IGEM's Governing Document (Charter) and the Law

This requires Trustees to be:

- familiar with IGEM's governing documents – Charter; Byelaws
- up to date with filing accounts, returns and any changes of the charity's registration details
- aware of other laws that apply to IGEM's business.

Note: This does not require all trustees to be experts but they are required to take reasonable steps to find out necessary information

- Act in IGEM's Best Interests

This requires Trustees to:

- make balanced, informed decisions
- recognise and deal with conflicts of interest
- ensure any trustee benefits are allowed
- be prepared to question and challenge
- accepting majority decisions.

Note: This does not require Trustees to preserve IGEM as a charity for its own sake, nor to serve personal interests

- Manage IGEM's Resources Responsibly

This requires Trustees to:

- manage risks, protecting assets (reputation) and people
- secure the resources IGEM needs
- have and follow appropriate controls and procedures
- deal with land and buildings
- have responsibility for, and to, staff and volunteers.

- Act with Reasonable Care and Skill

This requires Trustees to:

- use their skills and experience
- decide when they need advice
- prepare for meetings
- get the information needed (financial, management)
- be prepared in case something does go wrong.

- Ensure IGEM is accountable

This requires Trustees to:

- meet legal accounting and reporting requirements
- be able to show that IGEM complies with the law and is effective
- be accountable to members, others with an interest in IGEM
- ensure that staff and volunteers are accountable to Council
- welcome accountability as an opportunity not a burden.

5.4 Utilisation of Trustees

Trustees will be assigned to one or more of the Institution's committees and may hold the position of Chairperson if appropriately qualified and experienced in the responsibilities of the Committee.

Trustees will serve on allocated Committees for the duration of their term as Trustee.

6. BOARDS & COMMITTEES OF COUNCIL (*reference By-Law 16*)

6.1 General

Council may appoint Boards or Committees to consider and report to Council on any subject affecting the Institution.

The composition of Boards shall be determined by Council. The President (if not an appointed member), Honorary Secretary and CEO shall be ex-officio members of all Boards. A Board shall include at least five members of Council.

Council may also appoint Committees to consider and report to the Council or Executive Board on any subject affecting IGEM. Council may delegate to any Committee such of its powers and duties as it sees fit, but shall retain full responsibility for the actions of such Committees. The Council may dissolve a Committee at any time.

The composition of each Committee shall be determined in accordance with its approved Terms of Reference (*Attachment 6*). Each Committee will have at least one trustee member and the majority of its members shall be members of IGEM.

The Chairperson of any Committee appointed directly by Council, shall be appointed annually at the first meeting of the Council following the AGM. The Chairperson shall be eligible for re-appointment. Casual vacancies on Committees shall be filled by the body which appointed the Committee. In the event that the position of Committee Chairperson becomes vacant, this vacancy can be filled by nomination from the Committee concerned and ratified by Council at the next available meeting.

The quorum for any Committee, other than the Membership Committee, shall be five (5). The quorum for the Membership Committee will be six (6) with a majority of Engineering Council Registrants.

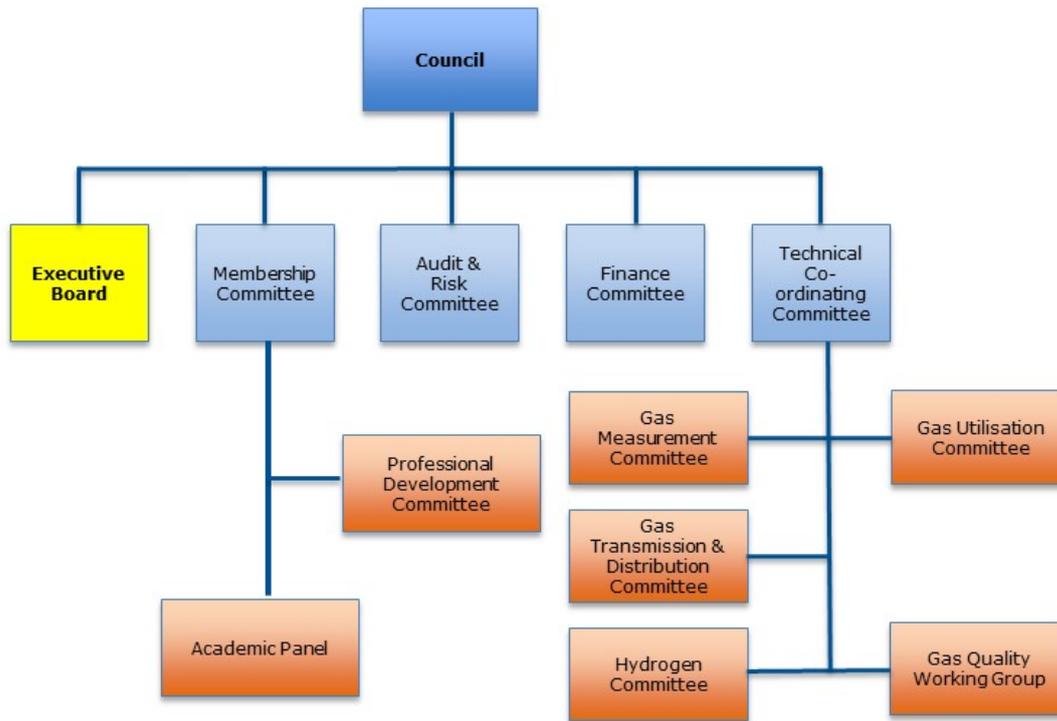
Any report submitted to the Council or Executive Board by a Committee shall be signed by the Chairperson and, if appropriate, shall indicate the names of the members dissenting from the report.

The Policy covering Delegation of Authority from Council is robustly described (*Attachment 4*).

Boards and Committees will conduct an annual review of their Terms of Reference (*Attachment 6a-e*) and conduct an annual review of effectiveness & performance (*Attachment 19*).

Any recommendation brought to Council by a Committee will be tabled by the Chairperson or his nominated representative.

6.2 Boards and Committee Structure



6.3 Executive Board

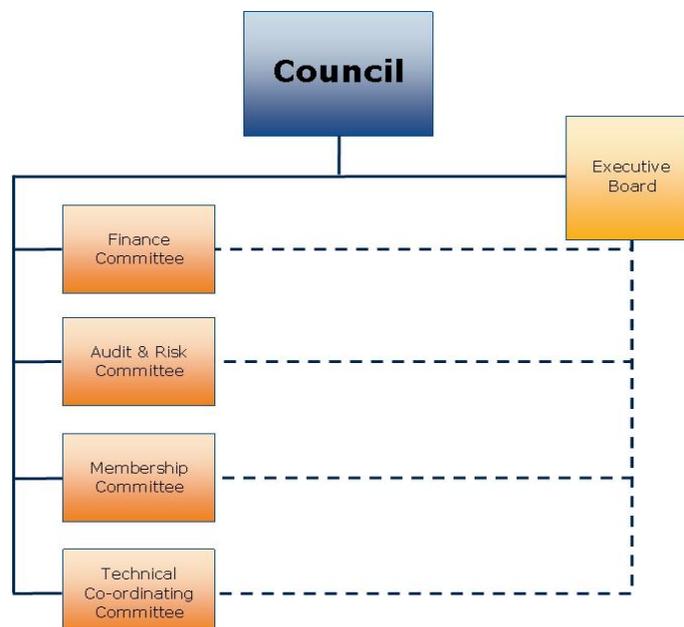
The following Board reports directly into Council:

- Executive Board

Relationship of Executive Board to Council

Council is the main governing body of the Institution and as the Institution is a Registered Charity all appointed members are Trustees. Whilst Council may delegate authority to an Executive Board and to committees it is ultimately responsible for all actions taken by them.

The Honorary Secretary, CEO and co-opted members are ex-officio members of Council and Executive Board without voting rights.



Role of the Executive Board

- to act as a steering committee to Council
- to vet matters prior to consideration by Council
- to consider highly confidential matters
- provide strategic direction to Council and contribute to the preparation of a Strategic Plan
- to handle routine matters that may otherwise take up Council's limited time
- to review major issues and make preliminary decisions for discussion and voting at Council
- the performance monitoring of the Institution and highlighting issues to Council
- to fulfill the role of a HR and Salary Review Committee
- to agree the CEO's targets, on an annual basis
- to monitor progress against the CEO's targets
- to provide advice to the CEO as necessary.
- to agree attendance at significant external events

The Executive Board, by consequence, will focus on the role description remit as described above. To fulfil this role the Executive Board will meet six (6) times per year. Four (4) meetings will be held, each prior to Council, focussing on business matters including those matters that will require subsequent Council decision and/or ratification. In addition, two (2) additional meetings will be scheduled each year, normally at a Stakeholder premises, where Executive Board focus will be on Strategy and stakeholder engagement.

The Executive Board streamlines the role of Council by making its deliberations more efficient and succinct. Judicious use of the Executive Board also enhances the role of Council.

To illustrate this, it is expected that Council can have, in addition to its primacy governance role, expanded discussions on matters that have strategic relevance for the industry and for the Institution.

These discussions will generally be in three broad areas eg:

Strategic

- *debate developments related to gas engineering - explicitly future of heat, smart energy systems*
- *keep us abreast of government, academic, industry, skills provider, regulator & competitor activities*

Membership

- *discuss development of Section and national member activities*
- *assist development of initiatives & services to increase individual membership and Industrial Affiliate membership*
- *input to development of initiatives & services to attract next generation engineers & technicians*

Learned Society

- *contribute to strategic development of our Learned Society activities*
- *identify opportunities for conferences, seminars & events...*

Composition of Executive Board

- President
- Vice Presidents
- Immediate Past President
- Honorary Secretary¹
- up to 3 further Members of Council²
- CEO¹
- Up to 2 co-opted advisors³

¹ *Ex Officio*

² *To include a range of Council's constituency representatives e.g. IA, Supply Chain, Networks.*

³ *A senior member of IGEM and/or industry leader with board level experience.*

The three (3) further Members of Council are elected by Council, each for a tenure period of two (2) years. A rolling secession for these positions is required to maximise continuity on the Executive Board.

The full Terms of Reference for the Executive Board are included as an attachment (*Attachment 5*).

6.4 Committees

The following Committees report directly into Council:

- Audit & Risk Committee
- Finance Committee
- Membership Committee
- Technical Co-ordinating Committee.

Roles of Committees and responsible officers:

Finance Committee

The Finance Committee is a standing committee of the Institution with responsibility, within limits prescribed by Council, for the prudent operation of its finances. The Committee shall make recommendations to Council for the actions that are necessary for prudent financial management. The Committee will submit its minutes to Council.

The general functions and responsibilities of the Finance Committee are to:

- ensure the prudent operation of IGEM's finances;
- provide a sound governance framework for conduct of the IGEM's finances;
- manage, through external advisors, the Institution's Investment portfolio;
- ensure IGEM complies with Financial Statutory requirements
- oversee major bids and contracts.

The Chairperson of the Committee shall be accountable to Council for guidance and assurance in respect of the following:

- financial Procedures
- delegated Financial Authority Limits
- accounting Policies
- Investment Strategy (in conjunction with the Institution's Investment Advisor)
- management Accounting Processes
- production of the Institution's Budget
- monitoring performance against the Budget and making recommendations for improvement
- drafting the Annual Report & Accounts
- reviewing the appointment of the Auditor
- reviewing the appointment of the Investment Manager.

The Committee will have the Institution's Auditor or Investment Manager in attendance when appropriate.

The full Terms of Reference for the Finance Committee are included as an attachment (*Attachment 6a*).

Audit & Risk Committee

The Audit & Risk Committee is a standing committee of the Institution with responsibility, within limits prescribed by Council, for the prudent operation of its risk management processes and conduct of audits. The Committee shall make recommendations to Council for the actions that are necessary for prudent risk management. The Committee will submit its minutes to Council.

The general functions and responsibilities of the Audit & Risk Committee are to:

- audit the application of and compliance with IGEM policies, procedures and governance

- ensure robust business risk identification and management
- ensure robust project risk identification and management
- provide assurance to Trustees that the running of IGEM is compliant with its own governance requirements
- audit the membership registration and application procedures to test for compliance with Engineering Council requirements
- audit the Quality System requirements to test compliance with BS EN ISO 9001:2015.

The full Terms of Reference for the Audit & Risk Committee are included as an attachment (*Attachment 6b*).

Technical Co-ordinating Committee

The Technical Co-ordinating Committee is a standing committee of the Institution with responsibility, within limits prescribed by Council, for the prudent operation of its technical programme. The Committee shall make recommendations to Council for the actions that are necessary for prudent operation of the technical function. The Committee will submit its minutes to Council.

The functions and responsibilities of the Technical Co-ordinating Committee are to:

- understand industry requirements for technical standards
- produce technical standards
- promote technical standards
- develop partnerships and alliances for technical standards
- exploit market opportunities.

A Chairperson will be appointed by Council. The Chairperson shall be a Chartered Engineer Member of IGEM.

The Chairperson shall not formally represent a major stakeholder (but may be an employee of one).

The full Terms of Reference for the Technical Co-ordinating Committee are included as an attachment (*Attachment 6c*).

Membership Committee

The Membership Committee is a standing committee of the Institution with responsibility, within limits prescribed by Council, for the prudent operation of its membership, accreditation and professional development processes. The Membership Committee, on behalf of Council, approves applications for the election and transfer for the eight classes of membership. It is assisted by the Academic Panel (AP) and the Professional Development Committee (PDC) in the assessment and approval of non-exemplifying individual academic qualifications. IGEM aims to ensure that applications for all grades of membership are assessed speedily, accurately and fairly, in accordance with IGEM's By-Laws. The Committee will submit its minutes to Council.

The general functions and responsibilities of the Membership Committee are:

- to be responsible to Council for operation of Engineering Council's licences
- to be gatekeepers of professional standards
- establish criteria for new grades of membership
- monitor membership
- review membership categories against market environment
- consider all applications for membership
- approve a list of suitable Assessors for use registrations
- consider general matters of policy and procedure of concern to members as appropriate.

The Chairperson shall be a Chartered Engineer Member of IGEM.

The full Terms of Reference for the Membership Committee are included as an attachment (*Attachment 6d*).

Secretaries

All Committees and Boards will have a Secretary.

The CEO acts as secretary to Council and Executive Board.

All Committees, Panels or Working Groups will appoint a secretary, whose responsibilities include:

- ensuring announcements of meetings are made with sufficient notice
- ensuring proper records of attendance at meetings are kept
- ensuring papers are succinct, with a clear purpose
- ensuring papers are distributed to Committee members, two weeks prior to the meeting where possible.
- ensuring proper minutes are written, approved, distributed and kept (include list of attendees and designation, quoracy)
- ensuring all meetings have an agenda (including minutes of last meeting and matters arising, date of next meeting, any other business).
- ensuring confidentiality where required, including for data protection purposes
- ensuring that membership records are duly kept and maintained on IGEM's CRM (Customer Relationship Management) platform.

7 ANNUAL SCHEDULE OF BUSINESS MEETINGS

(Council, Executive Board, Committees)

Month	Council	Essential Business	Executive Board	Essential Business	Delegated Committees	Essential Business
January						
February					Audit & Risk	
					Membership	
					TCC	Technical Strategy review
March	Council	Adoption of IGEM accounts & Annual Review Nominations for VPs	Executive Board	CEO Appraisal Adoption of IGEM accounts & Annual Review	Finance	Review and Propose adoption of accounts
April						
May		AGM Appointment of Auditors Approval of IGEM accounts	Executive Board (Stakeholder)		Audit & Risk	
					Membership	Membership Strategy review
					TCC	
June	Council	Annual Risk Register	Executive Board	Annual Review of Business Plan Strategy Focus Agree next year budget principles	Finance	Investment Managers review
July						
August						
September	Council	Annual Self-Assessment Consider appointment of Investment managers	Executive Board		Audit & Risk	
					Membership	
					TCC	
October					Finance	Review and propose adoption of budget
November			Executive Board (Stakeholder)	Approve budget	Audit & Risk	
					Membership	
					TCC	
December	Council	Ratification of Budget	Executive Board	HR general Nominations for VPs, succession planning		

8. SECTIONS, DIVISIONS, BRANCHES AND GROUPS (*reference By-law 17*)

The power to form Sections, Divisions, Branches and Groups of IGEM shall be vested in Council. Council may draw up and vary as they think fit regulations for their formation and governance.

The Institution has Sections as follows:

- Far East District Section
- Irish Section
- London, Southern and Eastern Section
- North West District Section
- Midlands Section
- North East and Yorkshire Sections
- Scottish Section
- South West Section
- Wales Section.

Each Section has a Trustee representative on Council. The Irish Section is an 'all-island' Section covering both the north and south of Ireland.

The following also operate as Sections of the Institution with the same representation of Council:

- Young Persons Network
- Industrial Affiliates

9. THE GENERAL ROLE OF SECRETARIAT

IGEM employs a professional Secretariat. The primary role of the Secretariat is to advise and assist in the implementation of strategy, as identified and related from the governing bodies of IGEM, through execution of the approved Business Plan.

The Secretariat comprises of a staff team based at its office in Kegworth, Derbyshire and a small level of staff support in Hong Kong. IGEM may also on occasions recruit external staff at various locations around the United Kingdom to suit business needs.

An Organisation Chart of the Secretariat is formalised and routinely updated as required (*Attachment 10*).

All staff roles and responsibilities are subject to the terms and conditions laid down in IGEM's Handbook of Terms and Conditions of Employment (CD7).

All roles have clearly described Job Descriptions. These Job Descriptions are reviewed and revised annually as part of the Annual Appraisal Process.

Roles reporting to the CEO

The organisation is designed and managed by the CEO to best fulfil the demands of the Institution in carrying out its primary objects, as defined in the Royal Charter and the agreed strategy.

Generally, the following functional roles will be required for effective operation of the Secretariat. These roles will normally report directly to the CEO, with the roles supported as appropriate with additional members of staff to provide the desired skills base:

9.1 Head of Finance & Business

To effectively manage the Institution's financial operations and business administration to facilitate delivery of the organisation's strategy and supporting Business Plan:

- *to ensure that the Institution operates and benefits from sustainable financial management*

- *to ensure that the Institution operates and benefits from sustainable financial investments' performance*
- *compliance*
- *to provide robust Business Contracts performance management & oversight*
- *to ensure that the Institution operates with fully capable, modern & efficient Business Management systems*
- *to provide HR services to the organisation.*

9.2 Head of Membership Services

To lead on the delivery of the IGEM's strategic objectives for all membership activities, including recruitment and retention:

- *to ensure that IGEM maintains a sustainable, growing membership, with associated revenues, that is centred on competence, professional qualification and registration*
- *to ensure that IGEM maintains a sustainable, growing Industrial Affiliate membership across defined market segments, that is centred around competence & networking and provides robust associated revenues*
- *to ensure IGEM has attractive, sought after membership value propositions for all key grades of membership, and sectors (upstream & downstream) seeking to enhance these continuously and embrace a range of channels for delivery of membership benefits*
- *to maintain compliance of all IGEM's qualifications operations (membership, accreditations, approvals) against the EC regulatory framework*
- *to ensure IGEM's qualifications operation is sustainable, having a robust trained volunteer base for sustainable delivery*
- *to effectively manage all membership & technical subscriptions, and retention campaigns to meet defined annual financial objectives.*

9.3 Head of Technical Services & Policy

To lead on the delivery of IGEM's strategic objectives for all Technical Services and Policy activities:

- *to promote and manage the facilitation, development, production of Technical Standards and related activities including research, record management, training and liaising with industry and external stakeholders as required*
- *to maximise revenue from new and sustained sales of Standards & their derivatives including licences, training content; technical content in support of increasing quality of membership value propositions; publications; technical products; professional services; approvals of training providers etc*
- *to lead on major technical initiatives/projects that the Institution wishes to pursue,*
- *to respond to Government Consultations based on consolidated member input*
- *to create, input to and/or deliver sound technical policy positions*
- *to manage the Technical Information base of the Institution*
- *to govern processes for Approved Training.*

9.4 Head of Marketing & Events

To lead on the delivery of IGEM's Conferences and Events ensuring quality execution and delivering robust and net positive financial performance:

- *to ensure that all of IGEM's products, publications (all formats), journals, newsletters, services, conferences and events are effectively promoted to both members and non-members, using the full range of communications channels available with strong impact and ROI*
- *to champion brand ownership for the organisation ensuring clear brand and design guidelines are available and practised by the organisation for all business purposes and across all channels*
- *to maintain quality content for the IGEM website and related apps.*

9.5 Head of Development & Knowledge Delivery

To lead on the delivery of the IGEM's strategic objectives for business development and knowledge delivery activities:

- *to lead on the definition and timely delivery of high quality, appealing technical programmes for IGEM Technical Conferences and Major Events, ensuring that revenue contributions are maximised*
- *to lead and deliver IGEM's Technical Training CPD Portfolio, ensuring maximum uptake and revenue contribution*
- *to expand the range of products & services for knowledge delivery, ensuring that the offers are appealing, taken up and make positive revenue contribution eg rolling webinar programmes, in-company training, applications, e-learning & web platforms etc.*
- *to research, collaborating with colleagues accordingly, new insights leading to the development of new products, enhanced membership value propositions/benefits and/or new markets eg Industry Affiliate segments, Ireland*
- *to develop funding proposals in the shapes of tenders or sponsorship packages as required.*

9.6 Membership Development Manager (Far East)

To lead on promotion and provision of full value delivery to IGEM's FE & Mainland China membership base, while developing key relationships to develop membership growth in accordance with agreed recruitment and retention plans.

To support a sustainable Far East District Section and to grow its activities through recruitment and retention of individual members and to Industrial Affiliate (IA) 'company' members, ensuring provision of sought after product and service value propositions to both:

- *to further build IGEM's brand in the Far East, with an initial focus on the Mainland China market*
- *to recruit IGEM members from the Mainland China, with member manager and industrial affiliates identified as quick-wins for membership growth*
- *to establish relationship with China Gas Association and local territory Gas Associations.*

9.7 Personal Assistant to the CEO

- *to provide a full range of confidential PA services to the CEO*
- *to provide a full range of confidential PA services to the President of IGEM and to be responsible for the delivery of a number of Presidential events which are held on an annual basis, raising required target funds to, at minimum, cover the fully loaded costs of such events*
- *to liaise effectively with a range of key stakeholders, and be responsible for the successful delivery of the Institution's Annual Awards programme*
- *to lead and deliver effective Facilities management for IGEM House*
- *to maximise revenue sales from 'MeetPoint Midlands' external conferencing and from IGEM House.*

10. LEGAL LIABILITIES *(reference By-Law 18)*

10.1 Liability of the Council *(refer 18A)*

No act of Council which shall have received the expressed or implied sanction of the Corporate members present at a meeting of IGEM, shall be impeached by any member of IGEM on any grounds whatsoever, but shall be deemed to be an act of IGEM.

10.2 Liability of Members of the Council *(refer 18B)*

No member of Council, nor of any class in IGEM, shall have power, without the authorisation of Council, to enter into any contract, obligation, pledge, or expense on behalf of IGEM, and if he should do so, he shall be personally liable thereto.

Each member of Council, or of its Boards and Committees, or of a Section or Branch Committee, and each member of a Committee appointed pursuant to the provision of By-law 18B, and any officer of IGEM, shall be indemnified out of the funds and property of IGEM to such extent as the Council shall approve from and against such costs, charges or damages as he may sustain by reason of his accepting office or acting in execution of the duties or power imposed upon him or given to him by the Charter or these By-laws.

Information explaining this aspect of governance by requesting all members to read and understand IGEM's By-Laws is contained in the letter sent to all members of IGEM on their being elected to membership of IGEM. A copy of IGEM's By-Laws is also available on IGEM's website.

11. FINANCIAL GOVERNANCE *(reference By-Law 11)*

11.1 Accounts *(refer 11A)*

Council shall cause proper books of account to be kept with respect to:

- all sums of money received and expended by Council
- all matters in respect of which receipt and expenditure takes place, and
- all sales and purchases of goods by IGEM and the assets and liabilities of IGEM.

Proper books shall be deemed to be such as are necessary to give a true and fair view of the state of IGEM's affairs and to explain its transactions.

The books of account shall be kept in the offices of IGEM or at such other places in the United Kingdom as Council may direct and they shall always be open to inspection by members of Council.

Inspection of Accounts (refer 11B)

Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of IGEM or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of Council) shall have any right of inspecting any account or book or document of IGEM except as so determined.

Presentation of Accounts (refer 11C)

Council shall cause to be prepared and laid before the members at each AGM:

- a statement of the receipts and payments during the preceding year to the 31st day of December
- a balance sheet as at such 31st day of December
- a statement of the funds at such date held in trust by or for IGEM
- a report on the work of IGEM during the preceding year to the 31st day of December.

11.2 Delegated Authority

Certain Council, Board and Committee members, Honorary Officers and employees of IGEM have devolved authority, and the associated accountability, regarding financial and non-financial matters. This financial delegation authority is included within the Delegated Authority from Council to Committees and Boards of Council (*Attachment 4*).

11.3 Auditors (*reference By-Law 13*)

Appointment of the Auditors (*refer 13A*)

The Auditors shall be qualified in accordance with the current provisions of the relevant Companies Act, and shall be appointed annually by the Corporate Members at the AGM.

Council may fill any casual vacancy in the office of the Auditor.

Council, who may also authorise the payment of such expenses of the Auditors as it thinks proper, shall fix the remuneration of the Auditors of IGEM.

Auditors' Report (*refer 13B*)

The Auditors shall make a report to the members on the accounts examined by them and on all accounts and financial statements laid before IGEM in AGM during their tenure of office and such report shall state whether they have obtained all necessary information for the purposes of their audit and whether in their opinion all proper books of account have been kept by IGEM and whether the financial statements and accounts laid before IGEM in AGM give a true and fair view of IGEM's affairs.

The Auditors' report shall be read before IGEM in AGM and shall be open to inspection by any member.

Every Auditor of IGEM shall have a right of access at all times to the books and accounts of IGEM and shall be entitled to require from the officers of IGEM such information and explanation as he thinks necessary for the performances of the duties of the Auditors.

The Auditors of IGEM shall be entitled to attend any AGM of IGEM and to receive all notices of and other communications relating to any AGM which any member of IGEM is entitled to receive and to be heard at any AGM which they attend on any part of the business of the meeting which concerns them as Auditors.

11.4 Funds & Reserves

Trustees are collectively responsible for the prudent management of IGEMs finances including its reserve funds. IGEM maintains a number of reserve funds each under professional management.

These funds are categorised as follows:

- A. Restricted Funds
 - Scholarships & Medals Fund
 - LNG Fund/Gas Innovation Fund (tbc)

- B. Unrestricted Designated Funds
 - General Reserve
 - Property Maintenance Fund
 - Development Fund

The Trustees apply regular monitoring of all funds and reserves and will maintain review triggers for this purpose.

Details of the Objects of the funds are provided, together with IGEM's Reserves Policy, are provided in an attachment (*Attachment 11*).

12. Policies

12.1 General

IGEM has a number of key policies for management of its business. Trustees must make themselves aware of these policies and act in accordance with them. The policies are described within attachments to this Manual are:

These are:

- Financial Holdings and Reserves Policy (*Attachment 11*)
- Conflict of Interests Policy (*Attachment 12*)
- Competition Law Compliance Policy (*Attachment 13*)
- Privacy & Data Protection Policy (*Attachment 14*)
- Health, Safety & Environment Policy (*Attachment 15*)
- Quality Policy (*Attachment 16*)
- Whistleblowing Policy (*Attachment 17*)
- Equal Opportunities, Diversity & Inclusion Policy (*Attachment 18*)

12.2 Common Seal

The Royal Charter permits the Institution to have a Common Seal and states that the authorised persons for the purpose of affixing the common seal to any deed or instrument are:

- the Officers
- the Chairperson of the Management Board ('Executive Board')
- the CEO or nominee.

The use of the Seal is restricted to official documents requiring authentication where and when required, and only under the authority of any authorised person above.

As security has developed the institution now prints certificates with a modern holographic seal. These too are used for authenticating documentation, again under the authority of any authorised person above.

All seals are held securely to prevent misuse.

{ends}

DOCUMENT APPROVAL

Date of change	Details of change	Approval
1 September 2019	First issue as substantive revision (draft)	To Executive Board 17/9/2019
1 October 2019	Second issue as substantive revision (draft)	To Executive Board 31/10/2019
8 November 2019	Third revision	To Executive Board and Council 5/12/2019
5 December 2019	Third revision	Approved by Council 05/12/2019
6 December 2019	Minor reformatting	
19 December 2019	Formal Issue	

Document must be reviewed annually by Executive Board.