

1 Introduction and Document Control

1.1 Introduction

This manual has been produced as a guide to members of the Trustee Board (“the Board”), Professional Sector (“PS”) Councils, committees and working groups, honorary officers of centres, regional groups, Head Office staff and members. It should be read in conjunction with the Society of Operations Engineers (SOE) Articles of Association, which take precedence in all respects. This manual is adopted in accordance with Article 35.

This Governance Manual deals with the Society’s governance and the structure of the organisation.

Separate publications have been produced to cover Membership and Engineering Council (EngC) and Society for the Environment (SocEnv) licensed activities; membership processing, EngC and SocEnv registration, accreditation and related matters, head office staff employment matters and the administration of centres and regional groups.

The Board of the SOE, as the company law directors and the charity trustees of the charitable company, formulates the policies of the SOE in accordance with the Articles of Association. The Executive Director directs the head office staff and, together with volunteers, is responsible for the implementation of the Board’s policies in all matters affecting the SOE.

No individual member may issue any statement purporting to be the policy, advice or opinion of the SOE without the prior approval of the Board. Each member of the SOE, who acts in the name of the SOE as an individual, or as a member of any of the properly constituted bodies within the SOE, is part of the legal entity, incorporated as a company limited by guarantee and registered as a charity. Such a member is bound to comply with the Articles of Association, the Charities Act and with decisions legally made by the Board.

1.2 Document Control

The content of this manual may be amended or added to from time to time by the Board of the SOE.

Whenever an amendment is required to its contents, it will be reissued with an amendment date and appropriate revision number.

Each time an amended version is issued, the revisions schedule will show the revision date, a brief description of the changes made within the manual and the date of approval by the Board. Additionally, the footer of each page will show the date to match the revision.

It is vitally important that this Governance Manual is kept up to date. Responsibility for updating the manual rests with the staff team, following approval of amendments by the Board.

2 Governance

2.1 General

The scope of the Society's activities, its powers and its constitutional framework are legally defined by its Articles of Association. These authorise the Board to make a wide range of more detailed regulations. The Society is also subject to regulations of the Engineering Council and Society for the Environment as a condition of being a licensed body of these organisations.

All Board members are directors of the company and trustees of the charity, in which capacity they are legally responsible for the governance of the Society, in accordance with company and charity law and the Engineering Council and Society for the Environment licences.

2.2 Articles of Association

The Articles of Association is a freestanding document [SOE :: Governance](#)

2.3 Internal Procedures for amending the SOE Articles of Association

The procedures for amendment of the Articles of Association are as follows:

- The need for amendment should be identified and could arise from a change in the law, or a required constitutional change, such as classes of membership, or to remove an unforeseen anomaly or procedural impediment to the efficient conduct of business.
- The Board should agree the need for and urgency of change. Non-urgent changes are noted by the Executive Director and carried forward for incorporation in a future revision.
- Simple changes will be drafted by the Executive Director and revised wording cleared with solicitors or other expert in company/charity law.
- Recommended amendment(s) will be considered and approved by the Board, and as required, possibly the Charity Commission and the Engineering Council or referred back and the Board will then agree a date for the General Meeting.
- Notice of the General Meeting and proposed amendment(s) will be dispatched to corporate members on the *SOE Website as well as emailed to corporate fully paid subscription members*.
- Depending on their complexity, Amendments can be approved either at the Society's AGM or at an alternative General Meeting. Any amendment of the Articles constitutes Special Business (21 days' notice) and requires a Special Resolution (75% majority).
- Amendments will then be circulated to Companies House, Charity Commission, Engineering Council and all other holders of copies of Articles of Association (Board and

Professional Sector Council members, regional honorary secretaries, senior staff, solicitors, auditors and will be posted on the SOE website.

- The procedures are as above subject to the following difference:
 - Any significant changes to the Society's Objects will nearly always require prior Charity Commission approval; they should also be cleared with the Engineering Council.
 - Any 'regulated alteration' of the provisions governing the application of income, trustee benefits or dissolution will require prior Charity Commission approval.

The overall timescale of the procedure needs to be carefully planned from the outset.