

## GOVERNANCE MANUAL

### PROCEDURES FOR THE ELECTION OF MEMBERS TO THE TRUSTEE BOARD, AND PROFESSIONAL SECTOR COUNCILS

#### Interpretation

“Annual Meeting”	The Annual Meeting of the Society following the Nominations Date.
“The Articles”	The Articles of Association of the Society.
“Ballot material”	The ballot papers, the candidates’ election statements and the envelopes for the dispatch and return of ballot papers.
“Ballot Paper”	a ballot paper may be in the form of printed material or electronic form.
“The Board”	the Trustee Board (governing body) of the Society.
“branch, centre or regional groups”	any branch, centre or regional group of the Society.
“candidate”	a person who has been validly nominated to stand for election as a member of the Board or a Professional Sector Council.
“Closing Date”	the date as defined in paragraph 12. of these Procedures.
“Corporate member” Society.	a Member, Fellow or Honorary Fellow of the
“Election Committee”	the committee appointed by the Board to deal with any matter relating to, or in connection with, this electoral scheme.
“in writing” reproducing  electronic	written or printed, and any other mode of  words in a permanent visible form, including  transmissions.

“Nominations Date”	the date as defined in paragraph 12. of these Procedures.
“Officer”	Member of the Board.
“Professional Sector (PS)”	IRTE, Operations, IPlantE, BES or Environmental
“registrant”	a person whose name appears on the Engineering Council or Society of the Environment Register.
Co-opted Member	a vacancy on the Board or a Professional Sector Council for a term of office of one or more years and or a position arising between elections.
“Returning Officer” 5.	an individual appointed in accordance with paragraph 5.
“Voting member”	a corporate member who has paid in full all subscriptions due to the Society.
“working day”	a day other than a Saturday or a Sunday or a Public Holiday, where a date is stated which in any year is not a working day then it shall mean the next following working day;

References to the singular include the plural and vice versa.

References to the masculine gender only shall include the feminine gender and neutral gender.

## **1. Authority**

These procedures are produced and authorised by the Board under the authority contained in the Articles. In the event of any conflict between this Regulation and the Articles, the latter shall take precedence.

## **2. Elections and periods of office**

An election may be held prior to the expiry of the period of office of those members of the Board or PSC due to retire or to assume appointment as an Officer, and to fill any vacancies brought about by those members of one or more PSC's due to retire.

Each year the Board shall specify the number of vacancies on the Board and/or any or all of the PSC to be filled by election by the membership and may define the specific purposes for which vacancies on the Board or PSC's require to be filled. Each PSC may also, subject to approval by the Board, define their criteria for election and the specific purposes for which vacancies require to be filled.

Each elected member of the Board or PSC shall normally serve for a term as outlined in Organisation and Management section of this Governance Manual, which shall commence at the close of the Annual Meeting of the Society immediately following the announcement of the result of the election at which that member was declared to be elected.

A member of the Board or a PSC completing a term of office as an elected member may stand for immediate re-election as an elected member in accord with the requirements outlined in this governance manual.

### **3. Returning Officer**

The Executive Director of the Society, or other appointee, shall be the Returning Officer for the election and shall be responsible for the conduct of the election in accordance with, and subject to, the Articles and the provisions contained in this electoral scheme. In addition, the Board may at its discretion appoint an Election Committee to monitor the application of the electoral scheme in such manner as it sees fit.

The Returning Officer shall appoint an independent body, approved by the Board to administer the conduct of the election to the Board and to any or all of the PSCs. The independent body so appointed shall be responsible for arranging the printing and distribution of the ballot material and for counting the ballot papers in accordance with this electoral scheme. The independent body shall arrange for the printing and distribution of the ballot material by a cost-effective method deemed appropriate by the Returning Officer. The Society shall provide the independent body with sufficient financial resources for the independent body to carry out its functions described in this Regulation.

The independent body recommended by the Returning Officer shall have the experience, capacity and recognised independence to carry out its functions described in paragraph 3.2 above in a fair and competent manner.

### **4. Governance and Nominations Committee**

The Governance and Nominations Committee shall comprise four members of the Board, not less than two of whom shall be an Officer and none of whom shall be candidates in the election.

### **5. Composition of the Trustee Board and number of persons to be elected**

The composition of the Board is prescribed in Chapter 3 of this Governance Manual.

The numbers to be elected at an election to the Board and the periods of office shall be such that, so far as is reasonably practicable, not more than two elected members shall be due to retire from office each year from the close of the Annual Meeting. A

member may stand for election to both the Board and their PS Council in the same year.

The Articles require that the membership of the Board (elected or otherwise) shall include not less than one person registered in each section of the Engineering Council Register (CEng, IEng and EngTech).

The Returning Officer shall calculate the number of vacancies to be filled such that the above requirements are met.

## **6. Composition of PSC's and number of persons to be elected**

The composition of each PS Council is outlined in this Governance Manual. In an Election to a PSC corporate members may only vote for candidates of their own PSC.

## **7. Notice of Election to Trustee Board and PS Councils**

The Board at its final meeting of the calendar year shall decide on the number of vacancies to be filled on the Board and PSC's. By the agreed date each year the Returning Officer shall publish an Election Notice for the election to the Board and PSCs, as may be required.

The Election Notices shall specify the following information:

- The number of persons to be elected in that year onto the Board and PS Councils.
- An address from which nomination papers for the elections may be obtained.
- An address from which these procedures governing the election may be obtained.
- The name and address of the Returning Officer to whom the nomination papers shall be sent.
- The latest date ("the Nominations Date") and the time by which nomination papers shall be received by the Returning Officer.
- The latest date by which the ballot papers for the Election shall be distributed.
- The latest date ("the Closing Date") and the time by which completed ballot papers for the election or by which the votes of voting members communicated by other methods as from time to time advised by the Society to be acceptable, shall be received.
- The name of the independent body which is responsible for arranging the printing and distributing of the ballot material and the counting of the ballot papers and votes.
- In the case of the PSC's, the specific skill sets required by each Council to fulfil specific tasks necessary to achieve the aims of each Council within the overall Strategic Plan.

- Any other information which the Board may from time to time deem to be appropriate.

## **8. Election Notice**

The notice of the election shall be published on the SOE Website. The Returning Officer may further publish the Election Notice in any manner that is deemed to be appropriate.

## **9. Nomination**

A nomination to be a candidate in the election to the Board and/or a PSC may be made by not fewer than two nor more than four corporate members of the Society ("the nominators"). No member may nominate or join in nominating more than three candidates in the same election year.

A candidate submitting a nomination paper and all of their nominators must be voting members on the nominations Date. It is the candidate's responsibility to ensure that this requirement is satisfied; if it is not, the nomination paper shall be ruled invalid. A candidate may reside or work in the United Kingdom or abroad but, if that candidate is elected, he or she shall only be entitled to reasonable travel expenses to attend meetings within the maxima determined by the Board from time to time.

There shall be a combined voting paper for candidates for election to the Board and for each of the three PSCs. Nominations shall be made on the nomination papers provided on request by the Returning Officer at the address specified in the election notice.

The nomination paper, whether for the Board or for one of the PSC's, shall state the following information in relation to the candidate

- The full name, date of birth and address.
- Title.
- Contact telephone number/fax/email (home and/or work).
- Class of membership of the Society and Professional Sector.
- Section of Engineering Council registration (if any).
- Society membership number.
- Current appointment or professional field of practice.
- The names and addresses of the nominators, together with their Society membership numbers and classes of membership of the Society;
- Any other information which the Board may from time to time deem to be appropriate.

The candidate shall sign the nomination paper (electronic signature acceptable) and signify in writing their willingness to stand for the election, in the case of a candidate for election to the Board to accept the responsibilities of a director and trustee, and in all cases to observe the provisions of the Memorandum and Articles of Association of the Society and Regulations of the Board if they are elected. In addition, the nominators shall each sign the nomination paper (electronic signature acceptable).

A candidate is required to provide an election statement which shall be circulated to all members entitled to vote in the election in a format that the Board shall from time to time determine. This statement is required to indicate how the candidate meets the specific criteria for election to the Board or a PS Council: these will have been published when details of forthcoming elections are publicised on the website.

An election statement shall not exceed 200 words and shall comprise not more than 160 words of factual details, together with a strategy statement of not more than 40 words. The election statement shall be submitted in typewritten format so as to be received by the Returning Officer by first post on the Nominations Date and should be accompanied by a recent passport-style photograph of the candidate.

The election statement may be submitted in electronic format so as to be received by the Returning Officer by noon on the Nominations Date. If the election statement is not received by that time on that date, the nomination paper shall be ruled invalid.

A nomination paper shall be received by the Returning Officer at the address specified in the Election Notice by first post on the Nominations Date. The Nominations Date shall be not earlier than 90 days nor later than 70 days before the date of the Annual Meeting. Any nomination paper received after the first postal delivery on that date shall be ruled invalid.

The Returning Officer shall, if time permits prior to the Nominations Date, in consultation with the candidate, have the right to edit any election statement if they believe that the statement requires editing and in particular, but without limitation, the election statement shall be edited or truncated if it exceeds the permitted number of words or if it contains statements of a misleading or inaccurate nature. If there is insufficient time for consultation with the candidate, the Returning Officer shall edit the statement as they shall think fit for publication and send a copy of the amendments to the candidate. In order to assist candidates in preparing an election statement, the Returning Officer shall provide a candidate upon request with an illustrative election statement.

## **10. Invalid nominations**

Where, in the opinion of the Returning Officer, a person's nomination is invalid, the Returning Officer shall immediately notify the person to that effect in writing stating the reasons why the nomination is considered to be invalid and informing the person of their right of appeal. If the cause of the invalidity is rectified on or before the Nominations Date to the satisfaction of the Returning Officer, the nomination shall be ruled valid.

A person whose nomination has been ruled invalid may appeal in writing against the Returning Officer's decision, stating the reasons why they believe the nomination should be validated. Any such appeal shall be received by the Returning Officer not more than ten days after the date on which the candidate was informed that their nomination was considered invalid, and in any event not later than seven days after the Nomination Date.

The Election Committee shall comprise the Appeals Panel in relation to the election.

If an appeal is received by the Returning Officer in accordance with paragraph 10.2 above the Returning Officer shall endeavour to convene a meeting of the Appeals Panel: if there is insufficient time for a meeting to be convened, the Appeals Panel shall be consulted in writing. The Appeals Panel shall consider the appeal and decide whether it shall be rejected or accepted. The decision of the Appeals Panel is final, and its decision shall be communicated in writing to the person making the appeal and to the Returning Officer.

## **11. Electoral Roll**

On the Nominations Date the Returning Officer shall cause an electoral roll to be formed. The electoral roll shall comprise the names and addresses of all persons who are voting members, i.e. corporate members, on the Nominations Date.

Any person shall be entitled to one vote only in any election to the Board, and one vote only, for a candidate from their own Professional Sector, in any election to PSC, provided that their name appears on the electoral roll formed in the year in which that election takes place.

## **12. Conduct of the Election**

In accordance with paragraph 3.2 above an independent body shall be responsible for arranging the printing and distribution of ballot material and the counting of ballot papers, subject to the provisions of paragraphs 12.2 to 15 below.

The independent body shall prepare all ballot documentation and shall cause sufficient numbers of such ballot papers to be printed for distribution to the persons on the electoral roll. The form of ballot may be by paper or electronic means (or a combination within the vote) as determined by the Returning Officer. Any member shall have just one vote as outlined below.

The ballot papers shall include the following information in relation to all candidates for election to either the Board or a PSC:

- Their surnames, listed in random order, followed by initials if any two or more candidates have the same surname.
- Their Professional Sector.
- Their membership grades.



- Their section of Engineering Council registration (if any).

Each ballot paper shall contain the following additional information in the appropriate section:

- The total number of candidates to be elected to the Board and each PSC (including residual vacancies if the Board deems that these shall be filled by ballot).
- In the case of either the Board or each PSC, the number of places to be filled for three years, two years and one year if applicable. The above numbers may differ from those published in the Election Notice (for example, if a residual vacancy has arisen in the meantime that the Board directs shall be filled by ballot);
- In the case of the Board only, any requirement that one of the candidates to be elected must be a registrant in any particular section of the Engineering Council Register (i.e. CEng, IEng, EngTech);
- Instructions on how to vote.
- The name and address of the independent body to which the ballot paper shall be returned or the vote communicated by other methods allowed.
- The date and time by which the ballot paper, or other allowed communication of the vote, shall be received by the independent body. This date (“the Closing Date”) shall be not less than 21 or more than 28 clear days after the date of dispatch at paragraph 12.8 below.

There shall be printed / electronic ballot papers for the Trustee Board and for each of the PSC’s. All paid-up corporate members will receive a ballot paper that in one half will contain the voting paper for the Board ballot, and in the lower half will contain the voting form for their own PSC only. Each ballot paper shall be sequentially numbered for the purpose of security, but the ballot shall be secret and the serial number of the ballot paper issued to any person shall not be recorded. Where alternative methods of voting are to be allowed, appropriate security procedures are to be provided to safeguard against the duplication of voting.

In addition to the ballot papers, the independent body shall prepare a separate document as in paragraph 12.5 above, containing the election statements and photographs submitted by the candidates and shall cause sufficient numbers of each to be printed for distribution to the persons on the electoral roll. It will not be possible to include in the document any photograph received by the Returning Officer after the Nominations Date. The electoral roll and ballot documentation will be prepared in such a way as to enable each corporate member entitled to vote to do so in the Board election, but only to vote specifically for their own PSC.

Canvassing by individual candidates, branches, centres, regional groups or any other person or organisation shall not be permitted. The rules and regulations specify under the code of conduct regulating the behaviour of candidates or any other person while an election is in progress. The Board, with the assistance of the Election Committee, shall determine what sanctions, if any, shall be applied to individual candidates or any



other person found to be in breach of the Volunteer Code of Conduct. A copy of the Code of Conduct shall be attached to every nomination paper issued by the Returning Officer.

The independent body shall by not later than 21 days after the Nominations Date dispatch to each person on the electoral roll:

- Ballot papers prepared in accordance with paragraphs 12.1 to 12.3 above.
- Election statement documents prepared in accordance with paragraph 12.4 above.
- An envelope pre-addressed to the independent body for the purpose of returning the ballot papers.

### **13. Election system and count**

The election for both the Trustee Board and PS Councils shall be conducted by the single transferable vote system.

Each voter shall have one single transferable vote in each election and shall mark numbers against the names of the candidates on the ballot papers delivered to themselves in accordance with paragraph 12.8 above to indicate the order of their preference for the candidates. A voter in the PS election may only indicate preferences for a candidate, or candidates, in the Professional Sector of which they are a member. In the Board election, they may indicate preferences for any candidates irrespective of Professional Sector.

Each voter shall place the completed ballot papers in the reply envelope provided, seal it and post it so that the envelope shall be received by the independent body by first post on the Closing Date subject to the provisions of paragraph 15 below. Or by electronic means.

Alternatively, each voter shall communicate the details as specified in paragraph 35 above, of their votes by any other allowable methods that may be notified on the ballot paper, to the independent body by first post on the Closing Date

After the Closing Date the independent body shall determine the validity of each vote cast and shall proceed to count and transfer votes in accordance with the rules.

The independent body shall implement the requirements of paragraph 9 above and allocate residual vacancies under paragraphs 14.1 and 14.2 below in accordance with the rules.

By not later than the tenth day after the Closing Date the independent body shall provide the Returning Officer with certified reports specifying the following particulars of the election for the Trustee Board, and of the elections for any or all of the PSC:

- The total number of ballot papers distributed.

- The total number of valid ballot papers received.
- The total number of invalid ballot papers received.
- The names of the candidates who have been elected.

The certified reports shall be signed by a duly authorised officer of the independent body and shall be accompanied by a result sheet detailing the votes credited to each candidate at each stage of the election count.

#### **14. Co-opted vacancies**

Where a person relinquishes their elected seat on the Board or PSC for whatever reason, less than one year before that person's period of office is due to expire, a vacancy shall be created. The Board or PSC may at its discretion fill such a vacancy so created by selecting a member in accordance with the Articles or may agree that such a casual vacancy remain unfilled until the ensuing Annual Meeting. A person appointed by the Board to fill a casual vacancy shall serve only until the close of the Annual Meeting following their appointment.

Where a person relinquishes their elected seat on the Board or PSC (for whatever reason, more than one year before that person's period of office has expired, a residual vacancy shall be created. The Board shall decide at its discretion whether or not to appoint a member to fill such a vacancy until the Annual Meeting, at which the original term of office would have expired, and an agreement be made on how to select such a member. Any Board or PSC member elected to fill a vacancy shall serve for not more than the number of whole years within the unexpired period of office of the departing member.

#### **15. Postal disruption**

In the event of a disruption to postal services or other technical issues relating to electronic voting, the Returning Officer may delay the Closing Date.

#### **16. Procedural exceptions**

The accidental omission to give notice of an election to or non-receipt of such notice by any person entitled to receive the same shall not invalidate the election.

The accidental omission to send a ballot paper to or non-receipt of such ballot paper by any voting member shall not invalidate the election unless the number of such omissions or non-receipts notified to the Returning Officer before the close of the Annual Meeting shall be sufficient in the opinion of the Election Committee to materially affect the result of the election.

While the dates prescribed in this Regulation are such that the election can be completed before the Annual Meeting, failure to complete the election at or before such meeting shall not invalidate the election.

If the number of candidates in the election for either the Board or one or more of the PSC's does not exceed the number of vacancies for the Board or PSC as the case may be, then all those candidates shall be deemed to be provisionally elected and shall not be included on a ballot paper, although their details and election statements may nevertheless be published for the information of voting members. If the number of such candidates is less than the number of such vacancies, then one or more casual vacancies for the Board or PSCs shall be created.