

Company number 7905911

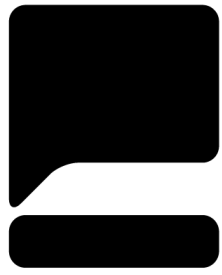
**WRITTEN RESOLUTION
of the
Institute of Explosives Engineers (the “Company”)
A PRIVATE COMPANY LIMITED BY GUARANTEE**

CIRCULATION DATE: 31st March 2022

The directors of the Company propose that the following resolution is passed as a special resolution (the “Resolution”).

SPECIAL RESOLUTION:

That the current Constitution of the Institute of Explosives Engineers be discarded and replaced with the revised Constitution as attached.



Institute of
**Explosives
Engineers**

VOICE OF THE EXPLOSIVES INDUSTRIES

ARTICLES OF THE CONSTITUTION

DRAFT

EFFECTIVE FROM 29/04/2022

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Document Control

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1. TITLE

1.1 The full title shall be the “Institute of Explosives Engineers” abbreviated to “IExpE” and referred to in this constitution as “the Institute”.

2. AIMS

2.1 The aims of the Institute are:

2.2 To promote the professional standing of those who use explosives in their work either directly or indirectly and of those who engage in other fields relating to explosives and other energetic materials.

2.3 To maintain and enhance the professional standing of the Institute.

2.4 To act as a centre for technical excellence, for both members and outside agencies.

2.5 To promote such other activities as shall from time to time be approved by the Board.

3. ACTIVITIES

3.1 The Institute’s aims shall be achieved by the following:

3.2 By promoting education, training, seminars and conferences and examinations to ensure the competence of members in their specialised fields of explosives technology, and by continuing professional development.

3.3 By maintaining a website and periodically publishing a journal with relevant articles.

3.4 By maintaining liaison, and working in collaboration, with government legislative and regulatory bodies to ensure the practicability of control measures imposed on the activities of those whose work involves explosives.

3.5 By maintaining and operating an effective Board and Institute Office.

3.6 By providing secretarial support, on request, to groups of members wishing to meet to exchange views and information on explosives technology in furtherance of their professional development.

3.7 By the drafting, acceptance and promulgation of Institute Procedures (‘the Procedures’), which set down the rules and standards by which the Institute will manage its affairs.

4. MEMBERSHIP

4.1 There shall be available membership of the Institute of Explosives Engineers at a number of grades the criteria for which the Institute will publish. Any changes or additions to the grades of membership will be formally agreed by the Board and will not become valid until ratified by the President.

4.2 The grades of membership, the requirements for admission to each grade, the admission procedure and membership entitlements are to be defined in the Membership Procedures, which shall formally be agreed by the Board and adopted by the Institute.

4.3 All applications for membership shall be made to the Institute Office in the format laid down at the time of application. The applicant will be informed of the result of his/her application but all grades of membership must be regarded as provisional until formally confirmed by the Institute.

4.4 The Institute may refuse any application for membership without explanation. In the event of refusal the applicant may appeal in writing. If an application is refused the fee paid by the applicant will not be refunded. The process of appeal is set out in the membership procedures.

4.5 Enrolment within the Institute will not become effective until the applicant's subscription has been paid. All enrolled members must abide by the constitution and procedures of the Institute.

5. SUBSCRIPTIONS

5.1 Subscriptions of all grades of membership will be determined annually.

5.2 A member whose subscription is overdue will be reminded. Failure of a member at any grade to pay the annual subscription by the due date is liable to result in the forfeiture of membership. A member forfeiting membership in this way may reapply for membership.

5.3 The membership may be annulled if good and sufficient reason is shown. A member will be advised not less than 28 days in advance of the date of intended annulment and may appeal against the annulment to the Board. The process of appeal is set out in the procedures.

5.4 A member who resigns or whose membership is cancelled will not be entitled to any refund of subscription.

5.5 Company Membership of the Institute shall cease if the Member has a liquidator or receiver appointed, except for the purposes of reconstruction.

5.6 The Institute Office is to maintain a register of all members.

6. GOVERNANCE AND REPRESENTATION

No member whose current subscription is unpaid shall be eligible to be a member of the Board of the Institute.

6.1 The Institute Board

The Institute will have a Board not exceeding eleven voting members who shall manage the property, finance and affairs of the Institute in accordance with this constitution and may exercise all such powers of the Institute as are not required to be exercised by a General Meeting.

6.1.1 The Board shall consist of

6.1.2 The Chair, being the President.

6.1.3 Vice-Presidents elected by the Board from amongst the Board members, as the Board deems necessary, but there will be not more than four or not less than two, all to be without portfolio.

6.1.4 Board members elected by the membership, to complete the total of the Board.

6.1.5 The Institute Executive Officer will be a standing member of the Board but without voting rights unless specifically authorised by the Board.

6.1.6 The Board may co-opt any such additional officers as may be needed from time to time to assist in the management of the Institute and in the achievement of its objectives for a term not exceeding the scope of their appointment, and in any event not continuing beyond the next Annual General Meeting (AGM) without the agreement of the Board.

6.1.7 Co-opted members are entitled to attend Board meetings but are not eligible to vote.

6.2 Election and Tenure of Board Members

6.2.1 The President will be elected by the Board at the last meeting prior to the AGM to serve in that office for a term of two sessions following the AGM at which that election takes effect. Once elected he/she will not be subject to further election until the close of that tenure.

6.2.1.1 "Session" means the period commencing with the appointment or reappointment of the President and Board at the Annual General Meeting and ending at the close of the next Annual General Meeting.

6.2.2 The number of Vice Presidents required will be elected by the Board from the nominations received from Board members. The election will take place at the last meeting prior to the AGM and those elected will serve in office for a period of two sessions following the AGM

6.2.3 Board members not holding the above Offices of the Institute will be elected by the membership and serve on the Board for a period of two sessions following the AGM.

6.2.4 Board members can only apply for election for the number of terms specified namely: -

6.2.4.1	President	Inaugural plus 1 consecutive term
6.2.4.2	Vice President	Inaugural plus 1 consecutive term
6.2.4.3	Board member	Inaugural plus 2 consecutive terms

6.3 Any member of the Board having completed their consecutive terms may submit a nomination for election three years after the expiry of their last term as a Board member.

6.3.1 Unless approved by the Board, a Board member may not hold the office of President more than once during their membership.

6.3.2 If a Board member, for any reason has a break in their consecutive service as a member or officer of the Board, the consecutive period will be reset from their subsequent re-election.

6.3.3 Notwithstanding any provision of the Constitution relating to the holding of an Annual General Meeting in any year, where by any unforeseen circumstance or a legal direction the Institute has need to either extend the period or cancel that meeting in that year, then the incumbent Board will continue to hold office until the ensuing Annual General Meeting is held.

6.4 Election to the board

6.4.1 Officers: If only one person stands for election as an Officer on the Board there will be no election, but that person will simply be deemed elected to the post. If more than one person stands for a position, all Board members will vote via a secret ballot. The person who gets the most votes from amongst the Board members will be elected.

6.4.2 Board members: If only one member stands for election for a vacancy on the Board no election will be held and subject to a vote by the Board will be deemed elected. If the number of nominations received for those seats that will become vacant on the Board exceeds the number of vacancies, then an election by the membership will be conducted in advance of the Annual General Meeting at which the vacancies will arise.

6.5 Only members of the Board who have served a two-session term as a Board member are eligible to become President of the Institute.

6.6 In the event of any circumstances (e.g. illness) affecting the ability of Board members to undertake their full tenure the Board may make reasonable deviations to periods of tenure and election timetables. Any deviations from the procedures set out in this constitution must be agreed by not less than 75% of voting Board members and the reasons for the deviation must be recorded in writing. In the event agreement cannot be reached the matter will be subject to a vote by the membership.

6.7 If a casual vacancy occurs amongst members of the Board, the Board should endeavour to co-opt a member onto the Board to fill that vacancy. This member will then become subject to the election procedure at the appropriate time.

6.8 Members who qualify and wish to serve on the Board must complete a nomination form and submit the completed nomination form together with an election statement confirming the reasons for seeking election by the closing date and time, and to the place notified by the Institute Office.

6.9 Any Board member may be removed from the Board if not less than 75% of all the Board are in agreement. Where a proposal to remove a member is to be tabled every member of the Board must cast their vote. Any member who is the subject of such a proposal must be advised in writing at least 28 days in advance and given the opportunity to make representations to the Board prior to the vote. The Institute Disciplinary Procedure sets out the process for removal.

6.10 Board membership is a commitment as set out by the Board in its notes of guidance. Prior to appointment or election to the Board prospective members will be advised of the likely level of commitment required and the scope of the role. Training will be provided to Board members as appropriate to assist in the discharge of their functions.

7. MEETINGS – BOARD

7.1 The Board will meet four times each calendar year, or when called by a Director in accordance with the provisions of the Companies Act.

7.2 The Board may invite persons, being members of the Institute or not as the case may be, to attend specified meetings of the Board or any of its committees. Such persons will not be entitled to vote.

8. ORGANISATION AND COMMITMENTS

In exercising the functions of governance, notwithstanding any other provisions made by or within this Constitution, the following are applicable.

8.1 The Executive Officer may establish and disband sub-committees or working groups and arrange other meetings for promoting the objectives of the Institute.

8.1.1 In so far as it relates to sub-committees or working groups, the Executive Officer will report actions in relation to these to the Board.

8.1.2 The Board may convene panels as necessary to deal with any matter within its remit or as are specified in the Institutes procedures.

8.2 The Institute office will undertake any necessary liaison and interaction with all sectors and update the Board accordingly.

9. OFFICERS OF THE COMPANY

9.1 The Directors of the Institute for the purposes of the Companies Act are the holders of the following offices:-

9.1.1 The President

9.1.2 No less than 2 Vice Presidents as agreed by the Board.

9.1.3 The Institute Executive Officer

9.2 Save for the Institute Executive Officer all other directors shall be non-executive. The Board may at its discretion appoint from its number additional non-executive Directors.

9.3 These persons must be formally registered at Companies House as Directors of the Institute.

9.4 The position as a director will end when that person no longer holds an office specified in this Article.

9.5 The Institute will maintain a register of its Directors to comply with the Companies Act.

9.6 The Directors' powers do not exceed those of any Board member.

9.7 All Board members, whether Directors or not, should be mindful of their duties, particularly in relation to disclosure and potential conflicts of interest. Any Board member who believes a conflict of interest may exist in relation to any decision to be made by the Board should declare the conflict and abstain from any vote, and if appropriate any discussion.

10. GENERAL MEETINGS

10.1 No member whose current subscription is unpaid shall be entitled to vote.

10.2 A General Meeting is to be held at least once in any consecutive 15-month period at a time and place fixed by the Board and notified to members in advance. Any member wishing to have an item placed on the agenda is to notify the Institute Office in writing prior to the last Board Meeting before the date of the AGM, where the item is to be considered.

10.2.1 The Board may where it considers it appropriate make arrangements for Members to participate in a General Meeting by arranging: -

- 10.2.1.1 to conduct the meeting at more than one place simultaneously or
- 10.2.1.2 to conduct the meeting using an electronic platform that allows members remote access to the meeting; or
- 10.2.1.3 by a combination of attended and electronic meetings

10.2.2 In the event of any exceptional circumstance or as a result of legal directives outside the control of the Institute, the Board may arrange for a meeting to be conducted using solutions as are available to satisfy the circumstances or requirements placed on the holding of such a meeting.

10.2.3 A meeting that is conducted under the provisions of the preceding two paragraphs will include the requirements for those wishing to participate in that General Meeting to: -

- 10.2.3.1 register prior to the meeting to allow the allocation of their place; and

10.2.3.2 to vote remotely in advance of that meeting on any resolution or motion that has been placed on the agenda requiring a vote of the membership. The last time and date that a vote can be cast will be in accordance with the requirements laid down in the Companies Act, 2006.

10.3 An extraordinary or special General Meeting is to be convened under the following circumstances –

10.3.1 At the request of the majority of the Board, or

10.3.2 At the written request of a number of members, that being a number greater than 5% of the paid-up membership of the Institute. Such a request is to be signed by all the members requesting the meeting, stating the intended purpose of the meeting.

10.4 Any General Meeting will consider only the agenda items in the notice convening the meeting.

10.5 Voting at General Meetings is by show of hands: proxy, email or other approved electronic form of voting. Whilst members may use any of the voting methods specified for that meeting, each member is only entitled to one vote on any resolution or proposal tabled for that meeting.

10.6 For voting at an extraordinary or special General Meeting, a quorum shall be achieved when 20 voting members (of any grade) not including those persons who sit for the time being on the Board, are present. If a quorum is not present after 30 minutes after the time set for that General Meeting, the meeting, if convened at the request of members, is to be dissolved.

10.7 In the case of any other General Meeting, it will continue with those members present forming a quorum to conduct the business defined on the agenda with the express exclusion that the dissolution of the Institute shall not be proposed or voted upon unless the conditions of Article 15 are precisely met.

11. CORRESPONDENCE

11.1 Correspondence with individual members may be by an entry or enclosure in the journal or by post, email or any other accepted electronic means or by a combination of these, to the last known address of the member.

11.2 It is the responsibility of each member to provide the Institute with a current postal and/or email address and to notify the Institute of any changes when these take place.

11.3 In the event that a member has failed to make changes in their recorded details, the Institute is not liable for the non-receipt of any document etc it sends that it is legally required to provide to the member.

11.4 The members having consent, documents required to be provided to members under the Companies Act 2006 and subsequent amendment thereto, may be circulated to the membership by way of a website, subject to notification to the members that a document has been lodged on the website and its location thereon.

12. FINANCE

12.1 The Board will ensure that the finances are properly managed and supervised in accordance with its published policy and the procedures.

12.2 In undertaking its responsibilities, the Board may: -

12.1.1 Delegate subject to appropriate conditions, such financial functions as it deems necessary, to an Officer or employee of the Institute for the conducting of normal and routine Institute operations and responsibilities.

12.1.2 Appoint an independent financial scrutiniser to undertake a review of the accounting at an appropriate frequency and report on the financial position.

12.3 Only the President or a Vice President can authorise payments on behalf of the Institute where the amount is to exceed any spending limit specified by the Board. Payments in any other circumstances must be authorised by a minimum of two of these persons.

12.4 The Board will designate who shall have the power to sign contracts on behalf of the Institute. The Board will delegate appropriate decisions to enter into or withdraw from contracts to the Executive Officer, who will advise the Board of these. In the absence of the Executive Officer only in circumstances of urgency will the matter be referred to the President or a Vice President. Any such circumstances must be notified to the Board as soon as practicable.

12.4.1 Any contract entered into by the Institute must be notified to the Board and, where the expenditure is not in relation to the situations that have been delegated by the Board, the approval from the Board should be obtained before commitment to that contract(s).

12.4.2 Subject to the process for approval being followed, Board members can only enter into contracts with, or on behalf of the Institute, subject to due consideration and declaration of any conflict of interest.

12.4.3 Contracts will be managed in accordance with a Procedure.

12.5 The finances of the Institute will be reported at each Board meeting.

12.6 The annual accounts of the Institute shall be prepared by an external, independent, and suitably qualified person approved by the Board.

12.7 A report on the financial position of the Institute shall be made at the Annual General Meeting. Copies of this report are to be available to all members attending and to any other member who requests a copy.

12.8 In accordance with requirements of the Companies Act, 2006, the annual accounts for the completed financial year will be provided to every member no later than the end of the period for filing with the Companies Registrar or if delivered to that person earlier, on that date. The provision will normally be complied with by the inclusion of the relevant accounts in the Institute's Journal.

13. ANNUAL REPORT

13.1 A report of the Institute's activities since the previous General Meeting is to be prepared by the Institute Office and presented at the General Meeting. Copies of the report are to be made available to all members and a summary report published in the next available issue of the Institute's Journal.

13.2 Members undertaking various roles within the Institute may be requested by the Institute to provide a submission for inclusion in the report to the Annual General Meeting. Such requests will be made at least two months in advance of the meeting. Those members requested to provide a submission should do so, or give reasons as to why they are unable to prepare one.

14. THE CONSTITUTION

14.1 No addition, alteration or deletion is to be made to an article of the constitution except at a General Meeting.

14.2 Any proposal for an addition, alteration or deletion may be made by any member in writing, and will be considered at the next Board meeting. The Board will determine if any addition, alteration of, or deletion should be adopted, and then put this, with the recommendations of the Board to a members vote at a General Meeting.

14.3 The Institute Office is to make the details of any proposal for an addition, alteration or deletion available to each member at least 14 clear days before the General Meeting at which the proposal is to be voted upon.

14.3.1 The reference to '14 clear days' means the number of days excluding the date the notice of calling was issued and, the day of the meeting the notice refers too. The Institute will not include in that calculation any day which is a Saturday, Sunday or a public holiday or a day on which banking is not conducted in London.

14.4 The Board shall determine any question that may arise concerning the interpretation of the Articles of the Constitution and the opinion of the Board shall be binding.

15. DISSOLUTION

15.1 The Institute may be dissolved only by the resolution of a General Meeting for which due notice is to have been given. Dissolution shall take effect only following a ballot of all members in which not less than two thirds of the votes returned are in favour of dissolution and subject to votes being received from not less than 75% of current IExpE members with voting rights.

15.2 In the event of dissolution of the Institute, the Board, after settlement of due debts and any other outstanding payments, shall have the power to distribute all remaining assets of the Institute to some organisation with similar aims and objectives, unless some other basis of such realisation and distribution compliant with any provisions required by prevailing company law has been agreed by a General Meeting.

Explanatory note on the proposed changes to the Constitution of the Institute of Explosives Engineers

The revised constitution on which members are asked to vote contains the following changes from the edition dated 01/09/20. This note does not form part of the Constitution

Proposed 2022 Constitution

Article No:

2.2	Article updated with words 'and other energetic materials'.
3.5	Delete words sector representation given removal of sector representatives. Decision made to remove sector representatives due to lack of engagement and the limitations caused by engaging specific representatives. By removing the formal requirement of being a sector representative to promote a sector, it will encourage more members to become involved with IExpE to represent their sector with the result of more sectors being represented and promoted. Consequent to this amendment the following articles of the 2020 Constitution are deleted in their entirety and the 2022 Constitution renumbered accordingly: Article 6.2.3.1 Article 6.2.3.2 Article 6.2.3.3 Article 7 Article 8.2 Article 9.2 Article 9.2.1 Article 9.2.2 Article 9.3 Article 9.3.1
4.3	Delete 'for the attention of membership administration' as no longer relevant.
N/A	Article to be deleted. Membership subscriptions are no longer calculated on a pro rata basis and now run for a duration of 12 months from membership approval date. (2020 Article 5.2)
6	Delete reference to sector representative as role of sector representative has been removed due to non-engagement
6.8	Delete words 'that is supported and endorsed by another member'. Added that an election statement should also be submitted.
7	Title amended to Meetings – Board (2020 Article 8)
8.1	Delete the words 'Save for those that form Sector Representation' (2020 Article 9.1)
8.2	Delete words 'On any occasion that a sector does not for any reason have a representative'. (2020 Article 9.4)
10.7	Update reference to Article 16 to Article 15 given renumbering of Constitution (2020 Article 11.7)
13.1	Article updated to read 'Copies of the report are to be made available to all members and a summary report published in the next available issue of the Institute's Journal. (2020 Article 14.1)
14.4	Replace the word Council with Board (2020 Article 15.4)
15.1	Article updated to include a percentage to ensure any agreed motion for dissolution is passed by an adequate representation of membership. Article updated to read 'Dissolution shall take effect only following a ballot of all members in which not less than two thirds of the votes returned are in favour of dissolution and subject to votes being received from not less than 75% of current IExpE members with voting rights'. (2020 Article 16.1)

Dave Welch FIEpE
IExpE Executive Officer