

UK Regional Model Constitution 2022

1. Rationale

- 1.1 Each ICE Region is established in accordance with [By-law 62](#) and is an integral part of the Institution. Each Region will form a committee to promote regional activity and may form sub-groups, branches or clubs, to be known as sub-committees.
- 1.2 Members of the Region shall be members of the Institution, for whom their ICE registered address is within the area defined by the map accessed via the [ICE website](#). ICE members may elect additionally or alternatively to belong to one or more other Region. Members shall only be eligible to vote and to hold office in one Region.
- 1.3 The Constitution and any additional regional annexes should in all circumstances abide by the Charter, By-laws and Regulations of the Institution.
- 1.4 Where there is a material change required to the UK Regional Model Constitution by UKRAC, amendments may be undertaken. These will require scrutiny by UKRAC, which has delegated authority to enact such change.
- 1.5 Regions can supplement the constitution with a regional annex which forms the Regional Constitution. This can be used to detail any operational or region- specific requirements. Consultation is required with the ICE Regional Director to ensure compliance with the ICE Plan and associated objectives. The Regional Director reserves the right to further consult the Trustee UK Regions as required.
- 1.6 Should no further approval be required due to 1.5 above, the Regional Constitution shall be approved by a formal vote during a Regional Committee or Regional Executive Board meeting.

2. Object

- 2.1 The object of the Region shall be to promote in its area the objectives of the Institution as described in the [Royal Charter](#). Activities undertaken by the Region shall deliver ICE's strategy and be guided by the ICE Plan and priorities set by UKRAC. No activities shall conflict with content or spirit of the By-laws of the Institution or contrary to policies determined by the Trustee Board.
- 2.2 For this purpose the region may:
 - a. Arrange meetings, lectures, site visits and seminars of a professional nature to share knowledge and foster professional communities
 - b. Grow the membership to ensure the promotion and development of civil engineering and the Institution
 - c. Inform local decision makers on matters relating to the interests of the Institution.

3. Governance

3.1 Regional Committee (Committee)

- 3.1.1 The Committee should be made up of a fair representation of the regional membership with a majority being Corporate Members as defined in [By-law 2](#).
- 3.1.2 The Committee should be inclusive, including of all grades of membership and representatives of all sub-committees where possible. Non-members may be co-opted onto the Committee if required but not become Chair.
- 3.1.3 Where volunteer identity allows, the Committee should also seek to embrace diversity in its membership based on but not limited to the nine protected characteristics as defined in the Equality Act 2010.
- 3.1.4 The Committee must have:
 - a. Regional Chair (who will represent the region on UKRAC)
 - b. ICE Regional Director (non-voting)
- 3.1.5 It is recommended that the Committee includes:
 - a. Vice-Chair(s)
 - b. The Officers of the Region
 - c. Immediate Past Chair
 - d. The Regional Member of Council
 - e. Other Members of Council within the region
 - f. Fairness, Inclusion and Respect (FIR) Representative
 - g. Representatives of the Region's sub-committees
 - h. Representatives from the general membership
 - i. All members of the Regional Executive Board
- 3.1.6 The Committee may also appoint a Regional Executive Board to assist to work with the Regional Director and where necessary make recommendations to the Committee.
- 3.1.7 To enhance the effectiveness of the Committee it is recommended that the Committee/Regional Executive Board should set a maximum size of no more than 30 members.
- 3.1.8 Committee members may be invited as part of their roles to attend meetings of other committees or groups outside of the Region. To enhance wider links it is recommended that persons attend these meetings and report back to the committee.

3.2 Sub-committees (Sub-groups, Branches or Clubs)

- 3.2.1 The Region may establish within its area any sub-committees appropriate to delivering the ICE Plan. The Regional Committee shall be responsible for these and may lay down and approve terms of reference for them either as a separate document or documented with the regional annex.
- 3.2.2 Sub-committees may co-opt both members and non-members of the Institution, subject to any terms of reference.
- 3.2.3 Sub-committees shall report to the Committee.
- 3.2.4 The Chair shall be an ex-officio member of all sub-committees.

3.3 Regional Executive Board

3.3.1 If utilised, it is recommended that the Regional Executive Board includes:

- a. Regional Chair
- b. Vice Chair(s)
- c. Honorary Secretary
- d. Honorary Treasurer
- e. ICE Regional Director (non-voting)
- f. Other members as agreed by the Committee on an annual basis (e.g. Regional Member of Council, Early Careers Network Chair, FIR Representative).

3.4 Officers

The Officers of the Region shall be:

3.4.1 Honorary Secretary

The role and responsibility of the Honorary Secretary is defined as:

- General management and recording of the Committee's business
- The succession planning and management of appointments to the Committee
- Implementation of the Regional Constitution and oversight of sub-committee terms of reference(s)
- Having a working knowledge of the [Royal Charter](#) and charity regulatory requirements.

3.4.2 Honorary Treasurer

The role and responsibility of the Honorary Treasurer is defined as:

- Work with ICE Regional Director to ensure regional budget is prepared each year in accordance with ICE budget guidelines and timetable
- Oversee monitoring and auditing regional expenditure against approved budget
- Providing financial guidance to the Committee and Regional Support Team (RST).

3.4.3 In the absence of the appointment of an Officer, responsibility rests with the Regional Chair.

4. Committee Procedure

4.1 Proposals and Nominations

4.1.1 The Committee shall arrange, so far as may be practicable, that one third of the members are elected each year.

4.1.2 Prospective Members of the Committee may be:

- a. proposed by the Committee or its sub-committees to the Honorary Secretary in any format, or
- b. nominated in writing from the general membership. The Committee via the RST shall annually request nominations within the region.

4.1.3 All nominations shall be submitted to the Honorary Secretary in writing and include:

- a. the written consent of the candidate
- b. details of two proposers who are Corporate Members of the Region as defined in [By-law 4\(2\)](#).

4.1.4 Certain roles have specific requirements:

- a. The Regional Chair shall be proposed by the Committee, ideally from the Vice-Chairs.
- b. The Vice-Chair(s) shall be proposed, ideally from the existing Regional Committee or a sub-committee by whom they are proposed.
- c. The Officers of the Region may be proposed by members of the regional committee, sub-committee or nominated from the general membership.
- d. The Immediate Past Chair, Regional Member of Council or other Members of Council within the region are automatically proposed by the nature of their positions.
- e. Representatives of the Region's sub-committees, proposed by the relevant sub-committee.

4.2 Voting and Elections

- 4.2.1 Election will be by means of voting, either physically or virtually. The form and content of the election shall be determined in advance by the Committee.
- 4.2.2 All elections and committee membership shall be recorded on minutes and declared at the next Annual General Meeting.
- 4.2.3 A quorum for the transaction of a formal vote at a committee meeting shall be a minimum of 50% or more of the members or 10 committee members (whichever is the lesser number).
- 4.2.4 Regional Voting Members shall include Corporate Members and Graduate Members (as defined in [By-law 4\(2\)](#)) plus Associate Members. These shall be known as Regional Voting Members.
- 4.2.5 If required, the Chair of the meeting shall have a second or casting vote.
- 4.2.6 All new members shall undertake the [Volunteer Induction](#) and agree to the [Volunteer Code of Conduct](#). The RST shall facilitate access as required.

4.3 Term of office

- 4.3.1 The Regional Chair and Vice-Chair(s) shall ideally be a new appointment annually. However, should the existing Chair be re-elected they shall not hold that office more than two years consecutively. Past Chairs shall not be eligible to hold that office again for a period of three years.
- 4.3.2 The Officers of the Region shall be appointed for a term not exceeding three years. Officers can be re-appointed by Committee for a further three-year term. Subsequent terms are by exception.
- 4.3.3 An agreed term maybe applied to representatives of the Region's sub-committees and the general membership. Subsequent terms are permitted should there be no new and suitable nominations or proposals.
- 4.3.4 Should members of the Committee/Regional Executive Board fail to participate in three consecutive meetings without justifiable reason, they may be asked by the Honorary Secretary to consider their position and stand down.

5. Regional Support Team (RST)

- 5.1 The Regional Support Team (RST) is employed by the Institution to manage the delivery of the ICE Plan and priorities set by UKRAC in the region. The RST is led by a Regional Director.

- 5.2 The regional plans and budget should be developed in accordance with ICE budget guidelines by the Regional Director working with the Honorary Treasurer. The Honorary Treasurer shall present the overall budget following approval by the ICE Trustee Board to the Committee.
- 5.3 The Regional Director shall manage the business of the region and is responsible for developing and managing the approved regional budget with oversight by and guidance from the Honorary Treasurer.
- 5.4 The Regional Director will work in partnership with the Honorary Treasurer, Committee/Regional Executive Board to ensure the delivery of regional plans does not exceed the budget.
- 5.5 The RST is managed through the Directorate and acts as the primary interface between the headquarters and the region. Priorities, opportunities, and evolving policies are channeled through the RST to the region and vice versa.

6. Annual General Meeting (AGM) and Special General Meetings (SGMs)

6.1 Annual General Meeting (AGM)

- 6.1.1 The Session shall commence annually immediately after the Regional Annual General Meeting (AGM) or at a date agreed by the Committee.
- 6.1.2 At each Regional AGM the Committee shall present its report for the previous year and the membership of the Committee for the ensuing session shall be declared.
- 6.1.3 AGMs shall be held not more than 15 months from the previous AGM.

6.2 Special General Meeting (SGM)

- 6.2.1 From time to time there may be a need to summon a Special General Meeting (SGM) to consider any business connected with the Institution or the Region.
- 6.2.2 The Committee may summon an SGM but are also bound to summon an SGM on a requisition in writing of twenty members of the region of any grade specifying the object of the meeting.
- 6.2.3 Prior to the call for any SGM, consultation is required with Trustee UK Regions. This will then allow an opportunity to consider all suitable resolutions in line with current guidance.
- 6.2.4 The business of the SGM shall be limited to the matters stated in the notice convening the meeting.

6.3 AGM and SGM

- 6.3.1 Members shall receive not less than fourteen days' written notice of the Regional AGM or any SGMs.
- 6.3.2 For AGM or SGMs twenty Regional Voting Members shall form a quorum.
- 6.3.3 All members of the Region shall have the right to attend AGM and SGMs, but only Regional Voting Members are eligible to vote.
- 6.3.4 Where fewer than the required members attend an AGM or SGM, voting may still take place, however, this should be recorded and reported back to the Regional Committee, where the Committee shall debate the purpose of the meeting and decide on how to proceed based on the votes recorded.

7. Finance

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- 7.1 The finances of the Region shall be overseen by the Honorary Treasurer. The ICE Regional Director is accountable for the regional budget.
- 7.2 The ICE Regions are part of the Institution and their accounts form part of the published accounts of the Institution.
- 7.3 All assets of the Region are the property of the Institution not an individual region. In the event of the Region being dissolved, for whatever reason, all assets shall revert to the Institution.

8. Misconduct procedures

- 8.1 Members are bound by the [ICE Code of Professional Conduct](#) and [Volunteer Code of Conduct](#) and are expected to conduct themselves in a professional manner and to treat others (including ICE staff) with courtesy and respect.
- 8.2 Cases of alleged misconduct may be dealt with informally:
 - a. In the case of a member or ICE employee compliant against another member, this should be investigated sensitively by the Regional Chair, Regional Council member or appropriate alternative Committee Member. All such meetings must be documented.
 - b. If the situation is not resolved locally it should be escalated to the Trustee Membership.
 - c. If the matter remains unresolved through informal intervention, it can then be referred to the ICE Professional Conduct Panel.
- 8.3 In the case of a member complaint against an ICE employee, this will be addressed through internal Human Resources (HR) procedures and can be referred to Director Regions or Director Membership.