



INCOSE UK COUNCIL

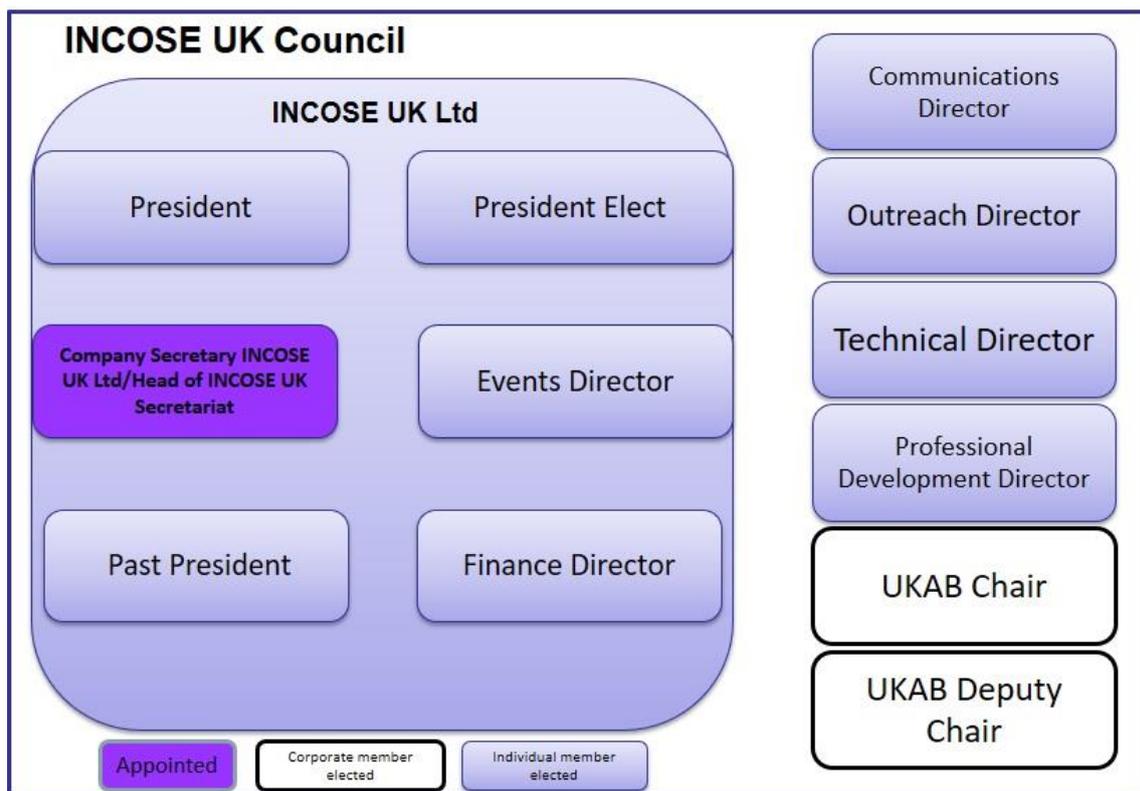
Terms of Reference

Ratified on 7 June 2017 by the INCOSE UK Council

Objective

This policy sets the structure of the INCOSE UK Council, including responsibilities, types of directors, titles, and terms of office.

Structure of the Council



Responsibilities and Meetings

The INCOSE UK Council

The affairs of INCOSE UK shall be managed by a Council, under such rules as Council may determine, subject to the specific conditions of the Memorandum and Articles of Association. The Council shall establish policy to direct the activities of INCOSE UK.

The Council shall hold a minimum of four (4) regular meetings per year. Meetings shall be scheduled and notice provided.

The President will review and approve the draft minutes of the Council prior to the next meeting of the Council Meeting. Upon approval by the President, the Company Secretary shall publish the minutes. Amendments to the minutes may be approved by the Council. A quorum is necessary for the transactions of the business of the Council and may be fixed by the Council, and unless so fixed shall be three or one-third of the number of members of the Council for the time being whichever shall be the greater number.

The Director of the Council all have one vote each and the Chairman of the meeting will have a casting offer where required. The chairman is normally the President but in their absence would be the President-Elect

The UK Advisory Board (UKAB) representatives have one vote.

The Company Secretary has no vote.

The Legal Directors of INCOSE UK Ltd

The affairs of INCOSE UK Ltd will be managed by the Legal Directors and the Company secretary as shown below.

There will be a minimum of one (1) a year to ensure the legal requirements of the company have been met and to remove/install Legal Directors as required.

The President will review and approve the draft minutes of the meeting of the Legal Directors prior to the next meeting of the Meeting. Upon approval by the President, the Company Secretary shall publish the minutes. Amendments to the minutes may be approved by the Legal Directors.

A quorum is necessary for the transactions of the business of the Council and may be fixed by the Council, and unless so fixed shall be three or one-third of the number of members of the Council for the time being whichever shall be the greater number.

All the Legal Directors, have one vote each and the Chairman of the meeting will have a casting offer where required. The Company Secretary has no vote.

Members

Members of the INCOSE UK Council, members are referred to as Directors apart from the Company Secretary, and are divided as follows:

- (a) Elected Legal Directors
- (b) Elected Directors,
- (c) Corporate Representative and
- (d) Company Secretary.

The Memorandum and Articles of Association state that there is no maximum number of Council Members but the minimum number of the Council will be three.

Terms of Office

Directors

The election cycle is illustrated in the table below for the Directors who are elected by the Membership. Subsequent dates will follow the Term of Office, for example the next President Elect will be chosen in 2018, and the next Finance Director in 2019. The election year commences at the AGM, which is usually held in November concurrently with a major event.

Role	Year of Next Election	Term of Office
President Elect	2018	2 Years
President	2018 (year of changeover)	2 Years
Immediate Past President	2018 (year of changeover)	2 Years
Academic Director	2018	3 Years
Professional Development Director	2018	3 Years
Finance Director	2019	3 Years
Technical Director	2019	3 Years
Events Director	2017	3 Years
Communications Director	2017	3 Years

Corporate Member Representatives

UKAB Chair

The role of INCOSE UK Advisory Board Chair exists to ensure that the UK Advisory Board meets its Terms of Reference, including the Aims and Objectives, and that all members of the UK Advisory Board have an equal opportunity to express the opinion and needs of their home organisation

The UKAB Chair must be a current UKAB member organisation representative.

The position of UKAB Chair has two-year tenure. It may not be held for more than two consecutive terms.

Further details of the role are given in the INCOSE UK Advisory Board Roles and Responsibilities.

The UKAB Chair will have a seat at INCOSE UK Chapter Council meetings.

Additional Seats

Additional seats are available for UKAB representatives to attend the INCOSE UK Chapter Council meetings. These additional seats are offered at the following rate¹:

- 1 to 19 UKAB members = Chair
- 20 to 29 UKAB members = Chair plus one other
- 30 to 39 UKAB members = Chair plus two others
- 40+ UKAB members = Chair plus three others

The additional UKAB representatives to the INCOSE UK Chapter Council meetings will be decided during the UKAB meeting prior to the Chapter Council meetings.

¹ If there is a Chair Elect, they would be expected to take one of the seats. It is assumed, but not expected, that the Deputy Chair will take one of the seats. In the event of one of the named roles being unable to attend, their seat can be taken by an alternative UKAB Member

Company Secretary and Head of INCOSE UK Secretariat

Memorandum and Articles of Association state subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the Council may occupy the salaried position of secretary.

The INCOSE UK Secretariat is appointed by the INCOSE UK Council. The Head of the Secretariat then takes on the role of the Company Secretary. This is currently done on an annual basis.