

# KCLEA AGM 2025 Changes to the Constitution

## Introduction

At the AGM in 2025 the KCLEA constitution was changed to set KCLEA as an association separate from KCLA and to recognise that KCLEA members were the former students of the Department of Engineering in the NMES faculty or the former Students of the School of Biomedical Engineering and Imaging science in the FoLSM faculty or of their predecessors and a few related Tidy ups to confirm KCLEA membership and ensure that KCLEA can be wound up.

This was the very necessary Urgent action to ensure that KCLEA continued – after it had not had any new members for many years.

The wider scope of KCLEA and the changing in how Members can interact with each other and KCLEA communicates with its members and fits into the KCL Ecosystem means that the way in which KCLEA operates needs to change. This has been set up and developed within a notional existing structure but from almost two years of operation a stable structure has been established which it is felt needs to be incorporated in the Constitution.

The Governance of the Society likewise needs to be changed, all be it slightly, to reflect historic changes in KCL institutions, and to reflect best practices for voluntary societies.

**Thus at the 2025 AGM we are proposing amendment be voted as a composite motion**

- a) To adopt the Governance changes**
- b) To adopt the Changes to the Executive roles on the Committee .**
- c) To adopt the transitional arrangements**

## Changes to Governance

Explanatory Notes -The changes needed are

- to adapt to change from “Officer” to “Officers and Executives” This makes a distinction although all are jointly and severally liable, the officers are likely to be approached first if action is taken against the Association .
- To make the Vice Presidents non executive (as the Past President is) to clearly show intent to meet Cadbury Requirements of Governance.
- To vest responsibility for the 13 Club trophy to Vice presidents as Senior Non executives
- To remove all involvement with KCLES – as it has been for at least the past 10 years a non-Departmental society of KCLSU which is a Company in its own right with limited connection to KCL. The members of KCLES are not all studying Engineering in the department of Engineering or School of BMEIS and has not representational role with the department or school as KCLES had in the past when the legacy constitution was agreed. And in any case, it is not good governance to have non-members on the governing body of a voluntary association .
- To set length of service of Ordinary members to be more comparable to those of the Officers and Executives (which are being redefined) and to seek that they represent a wider range of the membership,.

As some terms of service are longer than in the past (but Ordinary Committee members less than) – there is a section (4.2.) added to bring a committee members service to an end before the end of the elected term of service and ensure that KCLEA has access to the systems by which it operates.

Sections 4.2 and 4.3 seem fit for Purpose and are retained - renumbered as 4.3 and 4.4 and a new section added to ensure that KCLEA has control over its systems when members give up a role.

## **The governance amendments**

### **4 Committee**

#### **4.1. Governance of KCLEA**

KCLEA shall be governed by a Committee. The Committee shall call an Annual General Meeting, other General Meetings and Committee Meetings as required under the Rules. Constitution of the Committee. The Committee shall consist of:

*this is unaltered*

##### **4.1.1. The Officers of KCLEA**

*Replaced by*

##### **4.1.1. The Officers and Executives of KCLEA**

##### **4.1.2. The Immediate Past President**

*This is unaltered*

##### **4.1.3. The Honorary Secretary of the King's College London Engineering Society**

*This is deleted and the following replaces this*

##### **Vice Presidents**

Vice-Presidents shall be elected at the Annual General Meeting of KCLEA. They shall be at least two and not more than four in number. One of whom shall have special responsibility for the 13 Club Trophy; they shall retire annually but shall be eligible for re-election.

**4.1.4. Not more than six additional members, of whom one shall have special responsibility for the 13 Club Trophy, who shall be elected for a period of five years, but who shall be eligible for re-election**

*This is replaced by*

**4.1.4. Not more than six additional Ordinary members who shall be elected for a period of three years, They shall be eligible for re-election for a second term and then not be eligible for re-election for a period of 4 years. They should be selected to reflect the diversity of the membership in the widest sense.**

**4.1.5. Where possible, one member elected for one year who shall be an immediate past student of the college.**

*This is deleted – being in part replaced by words in 4.1.4*

### **Add section 4.2**

**4.2 Removal of Committee members.** A committee member may be relieved of their responsibilities by submission of a letter of resignation to the Honorary secretary or by a resolution of the Committee confirmed by an AGM or a Special Meeting of KCLEA.

*Section 4.2 and 4.3 are renumbered as section 4.3 and 4.4 viz*

4.3. Co-option of Committee members. In the event of any office or position on the Committee falling vacant during the year, the Committee shall have the power to co-opt any member willing to act in place of the retiring member. The appointment shall be subject to confirmation at the next Annual General Meeting.

4.4 Sub-committees. The Committee may appoint sub-committees for any purpose it may think fit. Such sub-committees shall have power to co-opt any person, whether a member of KCLEA or not, who may be of service for any purpose of the sub-committee.

*A section is added to ensure that KCLEA has control over its assets and control of the system it uses when a member is no longer a committee member or Leader*

4.5 Actions on Leaving the Committee or Leader role

The leaving committee member or leader role shall hand back to the Honorary Secretary (or the President in the case of the Honorary Secretary) all materials which belong to KCLEA and all passwords or authorities to the systems to which they have access.

## Changes to the Executive roles on the Committee .

### ***Explanatory notes***

The Operational model adopted is a Committee made up of Three Officers- President, Hon Sec and Hon Treasurer supported by 5 Executives who each manage and run a portfolio supported by others as leaders and helpers. They are held to account (and sometimes helped by) roughly the same number of Non executives as defined in section 4 above .

There is a need to balance having Officers and Executives to serve for enough time to be familiar with their duties and plan and execute over more than one year – and at the same time encourage fresh members to serve in appropriate roles on the committee.

There is an explanatory note at the end of this document which outlines the mapping for the legacy roles into the “Executives and leaders ” model so it can be seen that nothing has been omitted – and that the responsibilities are clarified

### **5. OFFICERS**

The Officers of KCLEA shall be elected from the ordinary membership and shall be:

*Replace by*

### **5. OFFICERS and EXECUTIVES**

The Officers and Executives of KCLEA shall be elected from the ordinary membership and shall be:

Officers:

5.1. President. A President who shall retire annually, but who shall be eligible for re-election, he/she shall not hold office for a longer period than two years consecutively and he/she shall not be eligible for re-election to the office of President for a period of five years after retirement from that post.

*Replace by*

#### **5.1 President**

The President is the senior Officer of KCLEA , leading and representing KCLEA in all fora. The President shall hold office for three years, with in exceptional circumstances be elected to serve a fourth year by special resolution of the AGM. He/she shall not be eligible for re-election to the office of President for a period of five years after retirement from that post.

5.2. Vice Presidents. Such Vice-Presidents (hereinafter called "Senior Vice-Presidents") as shall be elected at the Annual General Meeting of KCLEA. They shall be at least two in number. They shall retire annually but shall be eligible for re-election. The President of the Engineering Society of the College shall also be a Vice-President of KCLEA "ex-officio".

*Delete completely - These are non-executive roles and are defined in the new section 4.1.3.*

5.3. Honorary Treasurer. An Honorary Treasurer, whose duty shall be, on behalf of KCLEA , to receive all monies and disburse all sums for ordinary current expenses and for special purposes, which latter shall require the sanction of the Committee, and to prepare an Annual Account of the Finances, such account to be audited by two Auditors, neither of whom shall be a member of the Committee nor a Trustee, and at least one of whom shall be a member of KCLEA., who shall be appointed for that purpose by the members present at the Annual General Meeting. The Honorary Treasurer shall retire annually but shall be eligible for re-election.

*The Duties are unaltered but with a different term of length of service and renumbered*

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5.4. Honorary Secretary. An Honorary Secretary whose duty shall be to keep proper minutes of all proceedings and other records of KCLEA, to send out all notices, and as far as possible, in association with the Events Secretary, to keep members informed of occasions of special interest The Honorary Secretary shall retire annually but shall be eligible for re-election.

*This is replaced by*

5.3 Honorary Secretary. The Honorary Secretary whose duty shall be to keep proper minutes of all proceedings and other records of KCLEA, to call meetings and send out all notices, to coordinate the efficient running of KCLEA operation, and maintain and propose amendments to this KCLEA constitution. The Hon Secretary shall be elected for three years with the possibility of being extended annually by up to three further years -maximum term 6 years. He/she shall not be eligible for re-election to the office of Honorary Secretary for a period of five years after retirement from that post.

***Sections 5.5 onwards are deleted and replaced by the following***

**5.4 Executives**

Each Executive has full responsibility for their portfolio and to work collaboratively with other Executives, leaders and others to ensure the effective and efficient operation of KCLEA. They shall provide to the committee (via the Hon secretary) a schedule of the actions or roles within their portfolio and a list of the Members or others who are leaders in that Portfolio and likely interactions with other Portfolios , their Executive and leaders. An Executive shall be elected for a period of two years with the expectation of reselection annually to four years maximum in that role. He/she shall not be eligible for re-election for a period of three years after retirement from that post but can take up another Executive role or Officer without a gap. No member can hold more than one Officer or Executive position.

#### 5.4.1. Executive Marcoms

The Executive Marcoms shall provide the information and calls to action need to ensure that KCLEA is a dynamic Community and Promote Kings Engineering. This shall include a regular newsletter of details and reports of Events, AGM notice and other items of News of Members and from KCL, the operation and curation of KCLEA presence on Social media such as LinkedIn And Kings Connect by posts and reposts reflecting the community of KCLEA and Kings Engineering , a Series of interesting short items from members and matters of KCLEA record in electronic means or print Bulletin, collate and maintain a website as the source and repository of definitive information about KCLEA.

#### 5.4.2 Executive Events

The Executive Events shall plan organise and report events for KCLEA members to encourage building the KCLEA community through networking and Information Exchange by in person, Hybrid or On line means, to promote Kings Engineers and Kings Engineering though liaison with other Organizers, to provide KCLEA members of details of other Events of interest, to hold lectures to promote the actions of Kings Engineers to Kings alumni and a wider world, and to hold an Annual Networking Lunch.

#### 5.4.3. Exective Membership

The Executive Membership shall maintain the lists of KCLEA members in an efficient and compliant manner, provide Statistics /Dashboard and other outputs so that Members can be found and contacted, to liaise with the AO student Societies Academics etc to ensure that recent graduates are captured into membership, to act as the focus of projects/work with groups of members, to find and contact lapsed individual members and encourage retention of membership and building of Community by personal individual contact including by Social media such as LinkedIn or Kings Connect.

#### 5.4.4 Executive Activities

The Executive Activities Shall Liaise with the Student Societies and determine how KCLEA can contribute to their activities and provide members to support them, to provide members to support KCL Academics with members for teaching / Judging Projects etc and to coordinate the award, selection and administration of KCLEA medals and Bursaries.

#### 5.4.5 Executive Liaison

The Executive Liaison shall liaise with the staff of Kings College London - Academic, Professional services and the Alumni Office and with related Alumni or Professional bodies to promote the bidirectional communication between KCLEA and KCL related activities. This complements and is addition any direct contact between KCLEA and KCL that the officers and other portfolios have as they operate.

*There is one consequential change to be made to Section 9*

9.2. Annual General Meeting agenda. At the Annual General Meeting, Auditors, Officers and committee members shall be elected in place of those retiring, the Annual Report and the Annual Account of the Finances shall be presented and considered, and any other business mentioned in the notice convening the meeting shall be transacted. The quorum shall be ten in addition to the Chairman.

*Following the changes in section 5 words “executives and other” are added*

9.2. Annual General Meeting agenda. At the Annual General Meeting, Auditors, Officers, Executives and other committee members shall be elected in place of those retiring, the Annual Report and the Annual Account of the Finances shall be presented and considered, and any other business mentioned in the notice convening the meeting shall be transacted. The quorum shall be ten in addition to the Chairman.

### **Transitional arrangements**

The Transitional arrangements are as follows

The existing President shall serve one further year and then retire to be Past President

The existing Honorary treasurer shall serve two years and then retire

As there is no existing **Honorary Secretary** this vacancy should be filled in the normal way

All existing Officer roles cease – Currently only two are filled – Website editor is a leader’s role and can continue, and Liaison Officer is standing as Executive Activities which reflect what he has been doing successfully for the past year

Thus, there are vacancies for

### **Executive Marcoms**

### **Executive Events**

### **Executive Membership**

### **Executive Liaison**

There is no change in the existing **Vice President** election eligible for re-election (and they have shown their willingness to stand again)

As there are no **Ordinary members**

In nominating Ordinary members at least two should be elected for a period of 2 years so that there is the start of a phased replacement of Ordinary members

There is no change in the **Trustee or Auditor** elections .



## **Informative note on how responsibilities map from existing Officers to Executives**

The Executive portfolios cover a wider scope than the Officers structure did – and clarifies the ultimate responsibility for key actions, however it is very clear that almost everything KCLEA does requires the cooperation and actions across multiple portfolios and thus requires collaborative business-like work by two or three Executives or Leaders.

Some of this, all be it proscriptively, plus the importance of communication to members was indicated in the Legacy Officers structure and this Informative note documents that the new Executive structure amply covers the responsibilities and duties in the Officer structure it replaces without saying how it should be done and reflects the aims of KCLEA.

There are no change in the size of the committee as a result of the introduction of the Executive Roles. It is hoped that members who are taking leaders roles within a portfolio will move to executive roles in the fullness of time – as well as having no time restriction.

### In detail

- The President role is stated more explicitly, and the Honorary Treasurer role is unchanged,
- The Honorary Secretary responsibility, joint with the Events Secretary, to tell the membership is subsumed by the Executive Marcoms whilst the Overall COO/ General Council duties have been more clearly stated including responsibility for the constitution.
- The Hon Events Secretary role has not changed substantially to form the Executive Events but words have been added to clarify and extend the purposes and the restriction on only social activities has been removed.
- The Hon Editor role is part of the Executive Marcoms Portfolio, the links with KCLES is subsumed by the Executive Activities
- The Hon Webmaster is part of the Executive Marcoms Portfolio, and the purpose of the website is clarified.
- The Hon Membership role is replaced by the Executive Membership with a clearer set of duties to cover the maintenance and use of various lists of members, and the role in gaining members and keeping in personal contact with them.
- The Hon Liaison officer role is split between the Executive Activities who deals with providing members to support Student orientated activities, and the Executive Liaison who coordinates a regular contact with the AO, the Academics and others involved in KCL. The recruitment of Students as they graduate lies with Executive Membership.

As all Officer and Executive Roles are “full on” none the Executive Roles can be shared – but It is expected that an Executive will do a leader role in their portfolio and may take a leader role in another and that individual KCLEA members may do multiple Leader roles including across portfolios.

## Section 5 deletion

*This is the text in Section 5 which is to be deleted*

5.5. Honorary Events Secretary. An Honorary Events Secretary whose duty shall be to arrange any social events which may be decided upon by the Committee. He/she may have the assistance of a sub-committee appointed for any event where the Committee may deem this necessary. He/she may be an ordinary member of the Committee or may hold this office jointly with one other office, and he/she shall retire annually but shall be eligible for re-election.

5.6. Honorary Editor. An Honorary Editor whose duty shall be to produce the regular publications of KCLEA, to ensure the exchange of information between the KCLEA and King's College London Engineering Society, and such other duties as may be decided by the Committee. He/she may be an ordinary member of the Committee or may hold this office jointly with one other office, and shall retire annually but shall be eligible for re-election.

5.7. Honorary Web Master. An Honorary Web Master, whose duties shall be to maintain the KCLEA website, by keeping it up to date regarding notices, information about meetings, members and events and general information relating to the running of KCLEA. He/she may be an ordinary member of the Committee or may hold this office jointly with one other office, and shall retire annually but shall be eligible for re-election.

5.8. Honorary Membership Secretary. An Honorary Membership Secretary, whose duties shall be to liaise with the Alumni office to maintain a current address list of the members. He/she may be an ordinary member of the Committee or may hold this office jointly with one other office, and shall retire annually but shall be eligible for re-election.

5.9. Honorary Liaison Officer An Honorary Liaison Officer whose duty shall be to maintain liaison between KCLEA, the King's College London Engineering Society, the Department of Engineering and the School of Biomedical Engineering and Imaging Science and the College's Alumni Office. Duties will include ascertaining the names and addresses of all members of that Society who are eligible for membership of the KCLEA through the Alumni office, to maintain a current address list of members. He/she may be an ordinary member of the Committee or may hold this office jointly with one other office and shall retire annually but shall be eligible for re-election.

PMW 7Nov 25

Document file KCLEA constitution move from officers to executives Sept 25