

The Institution of Mechanical Engineers



**ROYAL CHARTER
&
BY-LAWS**

Including:

**Qualifications & Training Regulations
Code of Conduct and Disciplinary Regulations
Regulations for Voting in Postal Ballots
& Trustee Board Elections
Council Terms of Reference**

28 May 2014

PUBLISHED BY THE INSTITUTION

The Institution of Mechanical Engineers

ROYAL CHARTER

George the fifth by the Grace of God of Great Britain, Ireland and the British Dominions beyond the Seas King Defender of the Faith Emperor of India.

To all to whom these Presents shall come, Greeting!

Whereas the Association incorporated under the Companies Acts 1862 and 1867 and known as the Institution of Mechanical Engineers hath petitioned Us for a Charter of Incorporation such as is in and by these Presents granted:

AND WHEREAS WE are minded to comply with the prayer of such Petition:

Now therefore We by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our Special Grace certain knowledge and mere motion do hereby for Us Our Heirs and Successors will grant direct appoint and declare as follows:

1. The persons now members of the said Association or Institution known as the Institution of Mechanical Engineers (hereinafter called "the existing Institution") and all such persons as may here after become members of the Body Corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents and their Successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of 'The Institution of Mechanical Engineers' and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may implead and be impleaded in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Institution of Mechanical Engineers hereby incorporated (hereinafter called 'the Institution') or any person or persons on its behalf to acquire for the purposes of the Institution any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
3. And We do also hereby for Us Our Heirs and Successors give and grant Our Licence to any person or persons and Body Politic or Corporate to assure in perpetuity or otherwise or to demise or devise to or for the benefit of the Institution of Mechanical Engineers any lands tenements or hereditaments whatsoever or any interest in any lands tenements or hereditaments within Great Britain and Northern Ireland so as the same do not exceed at any one time the annual value aforesaid; hereby nevertheless declaring that it shall not be incumbent upon any such person or persons or Body to inquire as to the value of the property which may have been previously acquired by the Institution.
4. The property and moneys of the existing Institution (including any property or moneys held by them as Trustees) shall from the date of these Presents become and be deemed to be the property and moneys of the Institution and shall as soon as maybe be formally transferred to the Institution or such person or persons on its behalf as the By-laws may prescribe.
5. The income and property of the Institution shall be applied solely towards the promotion of the objects of the Institution and the exercise of its powers as defined in Article 7. The Institution shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof.

6. The members of the Institution shall not have any personal claim on any property of the Institution and no portion of the income or property of the Institution shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Institution or to any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Institution or other person in return for any services rendered to the Institution or prevent the giving of privileges to the members of the Institution in attending the meetings of the Institution or prevent the borrowing of money from any member of the Institution at a reasonable rate of interest.
7. The objects and purposes for which the Institution is hereby constituted are to promote the development of Mechanical Engineering and to facilitate the exchange of information and ideas thereon and for that purpose:
 - (a) To encourage invention and research in matters connected with Mechanical Engineering and with this object to make grants of money or books or otherwise to assist such invention and research.
 - (b) To hold meetings of the Institution for reading and discussing communications bearing upon Mechanical Engineering or the application thereof or upon subjects relating thereto.
 - (c) To print publish and distribute the proceedings or reports of the Institution or any papers communications works or treatises on Mechanical Engineering or its application or subjects connected therewith.
 - (d) To co-operate with Universities, other Educational Institutions and public Educational Authorities for the furtherance of Education in Engineering Science or Practice.
 - (e) To provide indemnity insurance to cover the liability of the members of the Trustee Board which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institution; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Trustee Board knew to be a breach of trust or breach of duty or which was committed by the members of the Trustee Board in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Trustee Board in their capacity as trustees of the Institution.
 - (f) To do all other things incidental or conducive to the attainment of the above objects or any of them.
8. There shall be a Board of Trustees of the Institution (hereinafter called "the Trustee Board") consisting of such number of members with such qualifications and to be elected or constituted as such members of the Trustee Board in such manner and to hold office for such period and on such terms as to re-election, appointment and otherwise as the By-laws for the time being of the Institution shall direct.
9. Of the members of the Trustee Board one shall be the President, one shall be the President Elect, two or more shall be Vice-Presidents, and one shall be the International Vice-President of the Institution. The said President, President Elect, Vice-Presidents and International Vice-President shall be elected or appointed in such manner and shall hold office for such period and on such terms as to re-election, appointment and otherwise as the By-laws for the time being of the Institution shall direct.
10. The Institution shall have such officers with such functions tenure and terms of office as the By-laws of the Institution may prescribe and such other officers and servants as the Trustee Board may from time to time appoint.

11. The government and control of the Institution and its affairs shall be vested in the Trustee Board subject to the provisions of these Presents and to the By-laws of the Institution. The business of the Trustee Board shall be conducted in such manner as the Trustee Board may from time to time prescribe.
12. Unless and until the By-laws of the Institution shall otherwise provide the members of the Institution shall be of three classes namely Fellows and Members and those Honorary Fellows who when elected Honorary Fellows were already Fellows or Members. These shall collectively be known as the Corporate Members of the Institution. There shall also until otherwise provided as aforesaid be four classes of persons to whom privileges in relation to the Institution may be granted. These shall be termed respectively Honorary Fellows who when elected Honorary Fellows were not already Corporate Members, Companions, Associate Members and Affiliates and shall be known collectively as Non-Corporate Members of the Institution.
13. Fellows shall be entitled to the use after their names of the initials "FIMEchE"; Members of the initials "MIMEchE"; Associate Members of the initials "AMIMEchE"; Honorary Fellows of the initials "HonFIMEchE"; and Companions elected prior to the coming into effect of this Article of the initials "CIMEchE".
14. The qualifications method and terms of admission privileges and obligations including liability to expulsion or suspension of Corporate Members and of Non-Corporate Members of each of the above-named classes respectively shall be such as the By-laws for the time being of the Institution shall direct.
15. The Trustee Board shall alone have power to decide conclusively respecting each person proposed for or seeking admission to any class of membership or seeking transference from one class of membership to another of the Institution whether that person has or has not fulfilled such conditions as are applicable to that person's case.
- 16a. The Institution may enter into Agreements for the purpose of amalgamating with any kindred society if such amalgamation is approved by a resolution passed by a meeting of the Institution specially called for that purpose in accordance with the By-laws and thereafter the members of such kindred Society shall subject to such conditions (which may include provisions in regard to the age for entry to or transfer from any class differing from the provisions contained in the By-laws) as the agreements prescribe be Corporate or Non-Corporate Members of such respective class as the agreement prescribes. No agreement entered into under this paragraph shall take effect until it has been submitted to and allowed by the Lords of Our Council.
- 16b. The Institution shall form an Automobile Division and may form other divisions comprising members specially qualified in a particular branch of knowledge of mechanical engineering. The duties and responsibilities and the qualifications for membership of such divisions shall from time to time be laid down by the Trustee Board.
- 16c. The Trustee Board may form regions of the Institution or of divisions comprising such territorial areas as they may deem desirable. The duties and responsibilities of such regions shall from time to time be laid down by the Trustee Board.
17. The meetings of the Institution shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the By-laws of the Institution and the rights of the several classes of members of the Institution of attending and voting at the said meetings shall be such or subject to such restrictions as may be so prescribed.
18. The Corporate Members and Associate Members or the majority of such Members voting at any duly convened General Meeting of Corporate Members and Associate Members with respect to which notice has been given of the matters to be taken into consideration thereat shall have power from time to time to make such By-laws of the Institution as to them shall seem requisite and convenient for the regulation government and advantage of the Institution its members and property and for the furtherance of the objects and purposes of the Institution and from time to time to revoke alter or amend any By-law or By-laws theretofore made so that the same be not repugnant to these Presents or to the Laws and Statutes of this Our Realm Provided that no such By-law revocation alteration or amendment shall take effect until the same has been allowed by

the Lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

19. The first By-laws to be made under these Presents shall be made by the Corporate Members of the Institution within the period of six months from the date of these Presents unless the Lords of Our Privy Council shall see fit to extend such period of which extension the Certificate of the Clerk of Our Privy Council shall be conclusive evidence.
20. Pending the making and approval of the By-laws to be made under these Presents but no longer the Articles of Association and By-laws of the existing Institution shall be the By-laws of the Institution so far as the same may be applicable and shall have effect as though the Institution its officers and members had therein been referred to throughout in lieu of the existing Institution its officers and members.
21. The Trustee Board may by a resolution in that behalf passed at any meeting by a majority of not less than two-thirds of the members of the Trustee Board present and voting (being an absolute majority of the whole number of the members of the Trustee Board) and confirmed at a Special General Meeting of the Institution held not less than one month nor more than four months afterwards by a majority of not less than two-thirds of the Corporate Members and Associate Members voting thereat alter amend or add to this Our Charter and such alteration amendment or addition shall when allowed by Us in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered amended or added to in manner aforesaid.
22. For all the purposes of Articles 18 and 21 of this Our Charter references to voting at General Meetings and Special General Meetings shall include voting on a poll duly directed or demanded whether at such a Meeting or otherwise in accordance with any By-laws in that behalf for the time being in force and so that a poll may if the By-laws for the time being so provide be taken by means of voting papers whether sent through the post or distributed in any other way or by means of electronic communication.
23. And We do hereby for Us Our Heirs and Successors Grant and Declare that these Our Letters Patent or their enrolment of exemplification thereof shall be in all things good firm valid and effectual according to the true intent and the meaning of the same and shall be taken construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institution any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our letters to be made Patent.

WITNESS Ourselves at Westminster, the twenty-second day of April in the Twentieth year of Our Reign.

BY WARRANT under The King's Sign Manual.

SCHUSTER
Dated 22nd April 1930

The Institution of Mechanical Engineers

BY-LAWS

DEFINITIONS

1. In these By-laws, unless the context otherwise requires:
 - 1.1 "the Institution" means The Institution of Mechanical Engineers incorporated by the Charter;
 - 1.2 "the Charter" means the Royal Charter granted to the Institution and dated 22 April 1930 and any amendments or additions thereto and includes any Supplemental or other Charter of the Institution for the time being in force;
 - 1.3 "the Trustee Board" means the Trustee Board of the Institution elected or appointed pursuant to these By-laws;
 - 1.4 "the Council" means the Council of the Institution elected or appointed pursuant to these By-laws;
 - 1.5 "the Qualifications and Training Regulations" means the regulations established by the Trustee Board pursuant to By-law 14.1;
 - 1.6 "the Disciplinary Regulations" means the regulations established by the Trustee Board pursuant to By-law 34;
 - 1.7 "Regulations for Voting" means the regulations established or deemed to be established by the Trustee Board pursuant to By-law 65;
 - 1.8 "Chief Executive" except in By-law 81 includes any deputy or assistant Chief Executive and any person appointed by the Trustee Board to perform the duties of the Chief Executive in the absence of the Chief Executive;
 - 1.9 "members" mean the members of all classes of the Institution;
 - 1.10 "Recorded Address" means the address of a member for receipt of communications as notified from time to time to the Chief Executive and recorded in the Register;
 - 1.11 "the Register" means the register referred to in By-law 3;
 - 1.12. "address" in relation to electronic communication includes any number or address used for the purposes of such communication;
 - 1.13 "electronic communication" means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):
 - 1.13.1 by means of an electronic communications network (within the meaning of the Communications Act 2003); or
 - 1.13.2 by other means but while in an electronic form;
 - 1.14 "postal ballot" means a ballot held for the purpose of By-law 22 or pursuant to By-laws 45.4 and 55 and the Regulations for Voting which permit voting by post or by means of electronic communication;

- 1.15 "month" means a calendar month;
- 1.16 words in the singular include the plural and *vice versa*;
- 1.17 for the purposes of these By-laws the time at which a person attains a particular age expressed in years shall be the commencement of the relevant anniversary of the date of that person's birth;
- 1.18 reference to books, publications, accounts, registers and notices shall include reference to any method of storage and display of data;
- 1.19 seniority is determined by the date of election or appointment to office; where these are the same, seniority shall be determined by the first date of election to Corporate Membership;
- 1.20 the Code of Conduct Regulations" means the regulations established by the Trustee Board pursuant to By-law 32;
- 1.21 any reference to any statute, statutory provision, or subordinate legislation includes a reference to any modification or re-enactment of it for the time being in force.

MEMBERSHIP

2 The Institution shall consist of:

2.1 **CORPORATE MEMBERS** who shall be

2.1.1 Honorary Fellows who when elected Honorary Fellows were already Fellows or Members; and

2.1.2 Fellows; and

2.1.3 Members;

2.2 **NON-CORPORATE MEMBERS** who shall be

2.2.1 Honorary Fellows who when elected were not already Corporate Members; and

2.2.2 Companions; and

2.2.3 Associate Members; and

2.2.4 Affiliates.

3 MEMBERSHIP DATA

3.1 **REGISTER** The Institution shall maintain a Register containing the name together with the class of membership for the time being of each of the Corporate and Non-Corporate Members of the Institution and the date of election to their class. The privileges and obligations of any member shall be those of the class assigned to that member in the Register. The Institution shall afford reasonable facilities for any member to inspect the Register during business hours.

3.2 **ACCESS TO DATA** No information relating to any member and held by the Institution, except that held pursuant to By-law 3.1, shall be disclosed to any person without that member's consent, except that the Chief Executive or a member of staff authorized by the Chief Executive for the purpose of communicating to members in the course of the business or affairs of the Institution may disclose for that purpose the Recorded Addresses of members.

CERTIFICATES

- 4 Subject to such regulations and on payment of such fees as the Trustee Board may from time to time prescribe, the Trustee Board shall issue on request to any Honorary Fellow, Corporate Member, Companion or Associate Member a certificate, showing the class to which that person belongs. Every such certificate shall remain the property of and shall on demand be returned to the Institution when the person to whom it was issued has ceased to be a member.

QUALIFICATIONS FOR MEMBERSHIP

- 5 **HONORARY FELLOWS** The Trustee Board may elect as Honorary Fellows persons who in the opinion of the Trustee Board are:
- 5.1 persons of eminence who have given distinguished services to the Institution or to the achievement of its objects; or
 - 5.2 persons of distinction in the practice, organisation or administration of engineering; or persons of distinguished scientific attainments.
- 6 **FELLOWS** Every candidate for election or transfer to the class of Fellow shall be a person who has established to the satisfaction of the Trustee Board that such person:
- 6.1 has attained the standards specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Member and
 - 6.2 has by such person's achievements acquired an established reputation as a mechanical engineer and
 - 6.3 has been engaged for a sufficient period in positions of responsibility in engineering.
- 7 **MEMBERS** Every candidate for election or transfer to the class of Member shall be a person who has established to the satisfaction of the Trustee Board that such person has obtained such academic qualifications (or if such person is without formal qualifications has acquired such technical understanding) and has attained such standards in training and professional responsibility as are specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Member.
- 8 **COMPANIONS** Every candidate for election or transfer to the class of Companion shall be a person who has established to the satisfaction of the Trustee Board that such person:
- 8.1 either occupies a distinguished position in a profession, science or industry having interests in relation to mechanical engineering or
 - 8.2 has rendered important services to mechanical engineering.
- 9 **ASSOCIATE MEMBERS** Every candidate eligible for election or transfer to the class of Associate Member shall be a person who has established to the satisfaction of the Trustee Board that such person:
- 9.1 is making satisfactory progress in the acquisition of qualifications for Corporate Membership and
 - 9.2 has attained the standards specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Associate Member.
- 10 **AFFILIATES** Every candidate eligible for election or transfer to the class of Affiliate shall be a person over the age of 16 years who, in the opinion of the Trustee Board, is engaged or interested in mechanical engineering or in matters connected therewith.

ABBREVIATED TITLES AND DESCRIPTION OF MEMBERSHIP

11 CORPORATE MEMBERS

11.1 Each Corporate Member may use the title of the class to which such member belongs or the appropriate abbreviation shown below:

Honorary Fellow	HonFIMechE
Fellow	FIMechE
Member	MIMechE.

11.2 Corporate Members who were (or being Honorary Fellows were qualified to be) Fellows or Members prior to 10 July 2003 may describe themselves by the title "Chartered Mechanical Engineer".

11.3 A Corporate Member shall not use any other title or abbreviation to describe that member's membership of the Institution.

12 NON-CORPORATE MEMBERS

12.1 Each Non-Corporate Member may use the title of the class to which such member belongs or the appropriate abbreviation shown below:

Honorary Fellow	HonFIMechE
Companion	CIMechE (if the election to that class of membership was prior to 15 March 1968)
Associate Member	AMIMechE.

12.2 A Non-Corporate Member shall not use any other title or abbreviation to describe that member's membership of the Institution.

13 USE OF TITLES AND ABBREVIATIONS

13.1 A member shall not use or permit to be used any titles or abbreviations to which that member is entitled in letters larger or bolder than those used in the name of the member which they follow.

13.2 A member practising

13.2.1 either under the title of or as an officer or employee of a limited company or

13.2.2 in partnership with any person who is not a Corporate Member

shall not use or permit to be used as descriptive of any such company or partnership any of the above-mentioned titles or abbreviations of membership.

TESTING AND VALIDATION OF QUALIFICATIONS

14 For the purpose of testing the qualifications of candidates for election or transfer to any class of membership and ensuring the fulfilment of the requirements of By-law 31, the Trustee Board:

14.1 **(REGULATIONS)** May make, amend and rescind regulations (subject always to the provisions of the Charter and these By-laws) to establish by examination or otherwise:

14.1.1 the educational and training requirements to be satisfied by candidates for election or transfer to any class of membership

14.1.2 the ongoing requirement placed on members of the Institution to maintain appropriate competencies

and shall publish such regulations;

The Qualifications and Training Regulations made by the Council (as constituted prior to 12 February 2002) and expressed to take effect from that date shall have effect until amended or rescinded in accordance with this By-law as if they had been made by the Trustee Board;

- 14.2 **(EXAMINATIONS)** May cause examinations to be held or accept examinations conducted by other bodies or educational establishments both within and outside the United Kingdom as meeting the requirements of the Institution;
- 14.3 **(INTERVIEWS)** May require any candidate for election or transfer to any class of membership to attend an interview in order to satisfy the Trustee Board that such candidate possesses the requisite qualifications for election or transfer;
- 14.4 **(FEES)** May determine the fees, if any, to be paid or deposited by candidates for any examination or interview conducted by the Institution.

ELECTION TRANSFER AND RESIGNATION OF MEMBERS

- 15 **ELECTION AND TRANSFER OF CANDIDATES** The election of candidates for membership in any class and the transfer of a member from one class to another shall be by the Trustee Board.
- 16 **APPLICATION FOR ELECTION OR TRANSFER** Every candidate for election or transfer to any class of membership shall complete and send to the Chief Executive an application in such form as shall be approved by the Trustee Board, together with such fees as the Trustee Board shall from time to time determine.
- 17 **LISTS OF CANDIDATES** Lists containing the full name, designation or occupation and town of residence or business of every candidate for election as a Fellow, Member or Companion, together with similar lists of every person applying for transfer to Corporate Membership, shall be displayed in the headquarters of the Institution and may be published in such other manner as the Trustee Board may determine. Such display and publication shall be made as soon as possible after the proposal or application forms duly completed shall have been received by the Chief Executive.
- 18 **CONSIDERATION BY THE TRUSTEE BOARD** After the lapse of at least one month following such display or publication during which any Corporate Member may communicate by letter with the Chief Executive respecting the qualifications or character of any candidate or applicant, the proposals and applications and all communications relative thereto shall be considered by the Trustee Board, which may elect or transfer the candidate or applicant into such class as it may decide or take such other action as it thinks fit.
- 19 **NOTIFICATION TO CANDIDATES** The Chief Executive shall inform a candidate in writing whether or not that candidate has been elected or transferred.
 - 19.1 In the case of election the Chief Executive shall inform the candidate of the application fee (if any) and the subscriptions and the obligations imposed on the candidate under these By-laws.
 - 19.2 In the case of transfer the Chief Executive shall inform the candidate in a form approved by the Trustee Board and give notification of any supplementary application fee and subscription payable under By-laws 22, 23 and 24 respectively. Where the transfer is from any class of Non-Corporate Member to any class of Corporate Member, the Chief Executive shall at the same time inform the candidate of the obligations imposed on Corporate Members under these By-laws.
 - 19.3 Election or transfer becomes effective upon registration under By-law 24.
 - 19.4 If a candidate is not elected or transferred in accordance with that candidate's application no mention thereof shall be made at any of the general meetings of the Institution or in the Minutes of any such meetings or in any publication or notice of the Institution.

20 **READMISSION TO MEMBERSHIP** The Trustee Board may readmit to membership any person whose membership has terminated from any cause, provided the Trustee Board is satisfied that such person is worthy of readmission and remains eligible to be readmitted and pays such amounts (if any) in respect of application fee, arrears of subscription and other charges as the Trustee Board may determine.

21 **RESIGNATION** A member of any class may by notice in writing to the Chief Executive resign from the Institution after payment of any sum due from that candidate in respect of subscription and otherwise, provided that in any case where an investigation has been commenced under the Disciplinary Regulations in respect of conduct by the member giving notice of resignation in accordance with this By-law, the resignation shall not take effect until the investigation has been finally disposed of in accordance with the Disciplinary Regulations.

SUBSCRIPTIONS AND FEES

22 **DETERMINATION OF ANNUAL SUBSCRIPTIONS** The Trustee Board shall from time to time by resolution passed at any meeting of the Trustee Board determine the annual subscriptions payable by members of the Institution provided that no increase in excess of fifteen per cent of the rates of annual subscription current at the time shall be effective unless and until the resolution of the Trustee Board shall have been approved by a majority of the Corporate Members and Associate Members of the Institution voting in a postal ballot.

23 **APPLICATION FEES** Applicants for election as Fellows or Members and Non-Corporate Members applying for transfer to these corporate classes shall pay a non-returnable fee of such amount as shall be determined from time to time by the Trustee Board but not exceeding three times the annual subscription payable by the class to which they have applied to be elected or transferred at the date of their application for election or transfer as the case may be.

PAYMENT AND REGISTRATION

24.1 All subscriptions shall be payable in advance and shall except as otherwise provided in these By-laws become due on the 1st day of January of each year.

24.2 On election a candidate shall not become a member and such candidate's name shall not be added to the Register until such candidate's application fee (if any) and first annual subscription have been paid.

24.3 Each member whose transfer from one class to another is approved by the Trustee Board shall pay by way of supplement the difference (if any) between the subscription such member has paid in respect of the year in which such member is transferred and the subscription proper to the class to which such member is transferred. Transfers shall not become effective and shall not be entered in the Register until payment has been made.

24.4 If any sum payable under this By-law shall not be paid within such period as the Trustee Board may prescribe the election or transfer shall lapse.

REDUCTION OR REMISSION OF FEES AND SUBSCRIPTIONS

25.1 Where in their opinion it is desirable to do so, the Trustee Board may in any particular case or class of case, including those arising under reciprocal arrangements entered into with kindred bodies, reduce or remit any fee, annual subscription or arrears of annual subscriptions.

25.2 The Trustee Board may vary the annual subscription of members according to their class of membership and within each class according to their age and their place of residence.

25.3 The Trustee Board may reduce or remit the annual subscription or the arrears of annual subscription or any other sum payable by any member and in exercising this discretion it shall consider the length of time such person has been a member, any inability to pay

and all other relevant circumstances. In particular the Trustee Board may reduce or remit the annual subscription or arrears of annual subscription of any member who satisfies the Trustee Board that such member is unable to pay the same by reason, directly or indirectly, of any exceptional circumstances including any act of any Government.

25.4 The first subscription of any member whose election or transfer is approved by the Trustee Board during the second half of the year may be reduced, or payment of the subscription for the succeeding year may be required as the Trustee Board shall from time to time determine.

26 **ARREARS** If any member shall fail to pay such member's subscription by the due date specified in By-law 24.1 and, without providing a written explanation that is acceptable to the Trustee Board, shall fail to pay such subscription within two months after a written application for payment has been sent to such member by the Chief Executive, such member's name shall be removed from the Register by the Trustee Board and such member shall thereupon cease to be a member. If an allegation of improper conduct by the member shall have been referred to the Investigating Panel under the Disciplinary Regulations, the removal shall not take effect until the Investigating Panel's investigation and any procedures under the Disciplinary Procedures arising from the investigation have been finally disposed of. No member whose subscription is more than four months in arrear shall be entitled to receive any notices, certificates or (except as decided by the Trustee Board) any publications of the Institution.

27 **RECOVERY OF SUMS DUE** Every person who ceases from any cause to be a member shall remain liable for all sums owing by such person to the Institution whether by way of subscription or otherwise and no such person shall be entitled to recover any part of any subscription such person may have paid whether compounded for or not.

CODE OF CONDUCT

28 In order to facilitate the advancement of the science of mechanical engineering by preserving the respect in which the community holds persons who are engaged in the profession of mechanical engineering, all members shall, for as long as they continue to be members, comply with By-laws 29 to 31 and the Code of Conduct Regulations.

29 All members are ambassadors of the Institution and must therefore conduct themselves in a manner that upholds and enhances the reputations of the Institution, the profession of Mechanical Engineering and the Institution's members.

30 All members shall conduct their professional work and relationships with integrity and objectivity and with due regard for the welfare of the people, the organisations and the environment with which they interact.

31 All members shall take reasonable steps to maintain appropriate professional competencies.

CODE OF CONDUCT REGULATIONS

32 Without prejudice to the generality of By-laws 29 to 31, the Trustee Board may for the purpose of ensuring the fulfilment of the requirements of those By-laws make and from time to time amend or rescind Code of Conduct Regulations to be observed by members with regard to their conduct in any respect which may be relevant to their position or intended position as members and may publish directions as to conduct which is to be regarded as proper or improper (as the case may be).

DEALING WITH ALLEGATIONS OF IMPROPER CONDUCT

33 In these By-laws and the Code of Conduct Regulations "improper conduct" shall mean a failure to comply with By-laws 29 to 31 or the Code of Conduct Regulations or the making of any false representation when applying for election to any class of membership of the Institution or any act or omission which shall have rendered the member unfit to remain a member of the Institution or shall be injurious to the Institution.

- 34 The Trustee Board may make and publish and from time to time vary or rescind in such manner as it thinks fit Disciplinary Regulations for the purpose of stating the manner in which allegations of improper conduct that may be brought to the notice of the Institution, properly vouched for and supported by evidence, shall be investigated and dealt with, including the constitution and membership of any committee or committees that the Trustee Board may appoint for the purpose, the procedures to be followed by such committee or committees, the sanctions that may be applied, the orders for the payment of costs that may be made, and the procedures to be followed for the hearing of appeals. No such Disciplinary Regulations shall be in any way repugnant to the Charter, these By-laws or the rules of natural justice.

PENALTY FOR IMPROPER CONDUCT

- 35 A member found in accordance with the Disciplinary Regulations to have been guilty of improper conduct, will be liable to be penalised in accordance with the Disciplinary Regulations.

MEETINGS OF THE INSTITUTION

- 36 **GENERAL MEETINGS** The general meetings of the Institution shall be of three classes, namely:

- 36.1 Annual Meetings,
- 36.2 Ordinary Meetings and
- 36.3 Special Meetings.

- 37 **OTHER MEETINGS** In addition to the general meetings of the Institution there may be held meetings of any Division, Region or other body established by the Trustee Board pursuant to these By-laws.

- 38 **ANNUAL MEETINGS** Annual Meetings shall be held at such places and such times in the month of May of each year as the Trustee Board shall determine. Only Corporate Members and Associate Members shall be entitled to participate in the business of an Annual Meeting and to vote. Other members may attend as observers but shall not be entitled to be heard or to vote. Members of the staff of the Institution who are not Corporate Members or Associate Members may be appointed by the Chair to attend as tellers. The Chair may permit the attendance of members of the staff and of professional advisers of the Institution. The business of an Annual Meeting shall be only the presentation and consideration of the annual report of the Trustee Board and the annual accounts, the appointment of the auditors and the announcement of the result of the annual elections and of appointments to the Trustee Board.

- 39 **ORDINARY MEETINGS** Ordinary Meetings shall be held at such times and places as the Trustee Board shall determine. Members of all classes shall be entitled to attend and shall (unless the Chair of the Meeting shall otherwise determine with respect to any particular meeting) be entitled to introduce visitors at any Ordinary Meeting. The business of an Ordinary Meeting shall include the delivery of addresses on mechanical engineering or allied subjects. Except as provided in By-law 64 no matter relating to the constitution, affairs, business, direction or management of the Institution shall be discussed nor any motion relating thereto be made at Ordinary Meetings.

- 40 **SPECIAL MEETINGS**

- 40.1 Special Meetings shall be held at such places and at such time as the Trustee Board shall determine.
- 40.2 A Special Meeting shall also be convened by the Trustee Board whenever a requisition signed by not less than fifty Corporate Members and/or Associate Members is delivered to the Chief Executive. Any such requisition shall state the object of the meeting and the precise wording of any motion to be put and shall be signed by the requisitioners and may consist of several documents in like form, each signed by one or more requisitioners.

- 40.3 If the Trustee Board do not within forty-two days from the deposit of the requisition proceed duly to convene a Special Meeting the requisitioners or any of them representing more than half the voting rights of all of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months from the date of the requisition. A meeting convened by the requisitioners under this By-law shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Trustee Board and the reasonable expenses incurred by the requisitioners by reason of the failure of the Trustee Board duly to convene a meeting shall be repaid to the requisitioners by the Institution.
- 40.4 The business of a Special Meeting shall be related to the constitution, affairs, business, direction or management of the Institution. Only motions specified in the Notice of the meeting shall be introduced at the meeting and no amendments to motions shall be considered. Only Corporate Members and Associate Members shall be entitled to participate in the business of a Special Meeting and to vote. Other members may attend as observers but shall not be entitled to be heard or to vote. Members of the staff of the Institution who are not Corporate Members or Associate Members may be appointed by the Chair to attend as tellers. The Chair may permit the attendance of members of the staff and of the professional advisers of the Institution.

41 **NOTICE**

- 41.1 At least seven days' notice in the case of Ordinary Meetings and twenty-one days' notice in the case of Annual Meetings and Special Meetings shall be given specifying the place, the day and the hour of the meeting and in the case of Special Meetings the specific nature of the business proposed to be transacted thereat.
- 41.2 Notice of a general meeting of the Institution shall be given to all members who are entitled to attend that meeting.
- 41.3 The accidental omission to give notice of a general meeting of the Institution to or the non-receipt of notice of such a meeting by any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT MEETINGS OF THE INSTITUTION

- 42 **QUORUM** No business shall be transacted at any general meeting of the Institution unless a quorum is present at the time when the meeting proceeds to business. Forty members entitled to attend and vote at the meeting, of whom at least at least thirty are present in person and the remainder are present in person or by proxy, shall be a quorum at an Annual Meeting or a Special Meeting. Five members entitled to attend the meeting and present in person shall be a quorum at an Ordinary Meeting. If within twenty minutes after the time appointed for the meeting a quorum is not present the meeting shall be adjourned.
- 43 **APPOINTMENT OF CHAIR** The President when present shall be Chair at general meetings of the Institution and in the absence of the President the chair shall be taken by the President Elect or if the President Elect is not present by the senior of the Vice-Presidents and International Vice-President present, or if none of the Vice-Presidents or the International Vice-President shall be present by a member of the Trustee Board. If no member of the Trustee Board is present and willing to act the meeting shall elect a Chair from among the Corporate Members and Associate Members present at the meeting provided always that the President may in any case appoint a deputy to act in the place of the President.
- 44 **ADJOURNMENT** The Chair may with the consent of the meeting and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjournment, or of the business to be transacted at any adjourned meeting, except that when a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

VOTING AT MEETINGS OF THE INSTITUTION

45 Subject to the provisions of the Charter, at any meeting of the Institution a motion shall be decided in one of the following ways, as the Chair of the meeting shall direct or, in the case of a poll or a postal ballot, as at least one quarter of the Corporate Members and Associate Members present in person or by proxy may demand:

45.1 **BY A SHOW OF HANDS**

45.2 **BY A DIVISION OF MEMBERS PRESENT**

45.3 **BY A POLL** A poll shall be held if either before or on the declaration of the result of a show of hands or a division the Chair of the meeting so directs or a poll is demanded by at least one quarter of the Corporate Members and Associate Members present in person or by proxy. The poll shall be taken in such manner as the Chair of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was directed or demanded. The Chair of the meeting may appoint scrutineers (who need not be members) and may adjourn the meeting to a date, time and place fixed by the Chair for the purpose of declaring the result of the poll or may direct the result of the poll to be announced in such other manner as the Chair shall think fit. On a poll, votes may be cast personally or by proxy

45.4 **BY POSTAL BALLOT** A ballot shall be held if either before or on the declaration of the result of the show of hands or division the Chair so directs or a ballot is demanded by at least one quarter of the Corporate Members and Associate Members present in person or by proxy. The procedures for such a ballot shall be in accordance with the Regulations for Voting made pursuant to By-law 65.

In the case of a conflict between a direction made by the Chair and a demand made by at least one quarter of the Corporate Members and Associate Members present in person or by proxy, the direction made by the Chair shall prevail unless the Chair shall have withdrawn it.

46 Except on a poll, votes may only be cast in person.

47 The acceptance or rejection of votes by the Chair shall be conclusive for the purposes of the decision of the matter in respect of which the votes are tendered. If any error be pointed out to the Chair, the Chair shall rectify the error at the same meeting.

48 No postal ballot shall be directed or demanded on the election of a Chair or on a question of adjournment.

49 Unless a postal ballot be directed or demanded, a declaration by the Chair that a motion has on a show of hands or a division or a poll been carried or lost, or carried or lost by a particular majority, and an entry to that effect in the minute book relating to that meeting of the Institution, shall be sufficient evidence of the decision of the meeting.

50 If when a bare majority is required there is an equality of votes, whether on a show of hands or on a division or on a ballot, the Chair of the meeting at which the show of hands or a division takes place or at which a ballot is directed or demanded or in the absence of the Chair, a member of the Trustee Board acting in place of the Chair, shall be entitled to a second or casting vote.

51 The instrument appointing a proxy shall be in writing in such form as the Trustee Board may determine and shall be signed by the appointor or an attorney duly authorised in writing by the appointor.

52 A proxy must be a Corporate Member or Associate Member.

53 The appointment of a proxy and any authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Trustee Board may:

- (a) in the case of an instrument in writing be deposited at the principal place of business of the Institution or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting; or
 - (ii) in any instrument of proxy sent out by the Institution in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting;

be received at such address not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited or received as aforesaid after the poll has been directed or demanded and not less than twenty-four hours before the time appointed for taking the poll;
- (d) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chief Executive or any member of the Trustee Board.

54 A vote given or poll or postal ballot demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or postal ballot unless notice of the determination was received by the Institution at the Institution's principal place of business or at such other place at which the instrument of proxy was duly deposited, or where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll is demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

POSTAL BALLOTS NOT DIRECTED OR DEMANDED AT A MEETING OF THE INSTITUTION

55 If the President is of the opinion that a motion, which ordinarily would be proposed and decided upon at a General Meeting of the Institution by one of the means described in By-law 45, should be decided by a postal ballot, the President may direct that such a ballot be conducted in accordance with the Regulations for Voting without any requirement that the motion should first be proposed at a General Meeting of the Institution.

THE TRUSTEE BOARD

56 The Trustee Board shall consist of:

The President;
 The President Elect;
 Four Vice-Presidents;
 The International Vice-President, who shall have spent at least ten years living and working in a professional capacity outside the United Kingdom;
 Five (or such greater number as the Trustee Board may from time to time determine) ordinary members, of whom at least one must be aged less than 30 years at the commencement of such member's term of office and one who shall have spent at least ten years living and working in a professional capacity outside the United Kingdom.

57 The office of a member of the Trustee Board shall be honorary and without remuneration. No employee of the Institution nor any person prohibited by law from being a charity trustee shall be eligible to be a member of the Trustee Board.

58 Elections to the Trustee Board shall be by Corporate Members and Associate Members whose names appear in the register, and the following provisions shall apply in relation thereto and in relation to the filling of casual vacancies therein by the members of the Trustee Board:

58.1 In relation to any elected period of office, a year is the period between two consecutive Annual Meetings;

58.2 The Trustee Board will decide upon any question, doubt or difficulty as to the eligibility for or retirement from membership of the Trustee Board;

58.3 The Trustee Board shall determine who shall retire from among those with the same length of service where there are more members of the Trustee Board due to retire than are required to do so by these By-laws.

59 Where a vacancy occurs in the Trustee Board, the members of the Trustee Board shall have the power to fill the vacancy from those eligible for election to the vacant office. The person appointed shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy and prior to election to the office shall not count as part of an elected term of office.

60 THE PRESIDENT

60.1 President Patrick Kniveton BSc (Hons) MBA CEng FIMechE FIET, or such other person who has been appointed in his place prior to the Annual Meeting in May 2014, is President until the announcement of a new President at the Annual Meeting in May 2014. Group Captain Mark Hunt BEng (Hons) MA MBA FCMI CEng FIMechE RAF shall be President upon his being announced as President at the Annual Meeting in May 2014. Group Captain Hunt shall hold office until the announcement of a new President at the Annual Meeting in May 2015. If Group Captain Hunt is unable to assume the office of the President at the Annual Meeting in May 2014, the office of the President shall be assumed by Professor Richard Folkson BSc(Eng) CEng FIMechE ACGI upon his being announced as President at that Annual Meeting, and he shall serve as President until the announcement of a new President at the Annual Meeting in May 2015. If to fill a casual vacancy prior to the Annual Meeting in May 2015, the President shall be appointed from the Past Presidents and shall hold office until the announcement of a new President at the Annual Meeting in May 2015.

60.2 With effect from 2015 (subject to By-law 60.1):

60.2.1 a person shall take office as President immediately after having served as President Elect or, if to fill a casual vacancy, the President shall be appointed from the Past Presidents;

60.2.2 the President shall hold office from the Annual Meeting upon the announcement of that President's appointment until the announcement of a new President at the next Annual Meeting, or if the President has been appointed to fill a casual vacancy, from the date of the President's appointment to the announcement of a new President at the next Annual Meeting; and

60.2.3 if no President Elect is in office to succeed as President at the next following Annual Meeting, there shall be an election for the office of the President and such President shall be elected from those who are or have been Vice-Presidents or International Vice-Presidents. Such President shall hold office from the Annual Meeting upon the announcement of that President's election until the announcement of a new President at the next Annual Meeting. A Past President shall not be eligible for re-election as President.

61 **PRESIDENT ELECT**

- 61.1 The President Elect shall be Professor Richard Folkson BSc(Eng) CEng FIMechE ACGI upon his being announced as President Elect at the Annual Meeting in May 2014. Professor Folkson shall hold office until the announcement of a new President Elect at the Annual Meeting in May 2015. If Professor Folkson is unable to assume the office of the President Elect at the Annual Meeting in May 2014, the office shall be assumed by a person, if any, who shall have been elected to such office prior to the Annual Meeting in 2014, or, if there be no such person, the office shall remain vacant until the Annual Meeting in May 2015. If, having assumed the office of President Elect, that President Elect is unable to continue in office, the office of President Elect shall remain vacant until the Annual Meeting in May 2015.
- 61.2 With effect from 2015 (subject to By-law 61.1):
- 61.2.1 the President Elect shall be elected from those who are or have been Vice-Presidents or International Vice-Presidents;
- 61.2.2 the President Elect shall hold office from the Annual Meeting upon the announcement of the President Elect's election until the announcement of a new President Elect at the next Annual Meeting;
- 61.2.3 if there is a vacancy in the office of the President Elect the office shall remain vacant until the announcement of a new President Elect at the next Annual Meeting; and
- 61.2.4 a Past President shall not be eligible for election as President Elect.

62 **VICE-PRESIDENTS AND INTERNATIONAL VICE-PRESIDENT**

- 62.1 The Vice-Presidents shall be elected from those Fellows who are ordinary members of the Trustee Board or members of the Council or who prior to 12 February 2002 were or had been Ordinary Members of the Council (as constituted prior to that date).
- 62.1.1 A Vice-President shall hold office for three years and shall be eligible for re-election for a further three year term.
- 62.1.2 Notwithstanding the three year term of office, one Vice-President shall retire each year.
- 62.2 The International Vice-President shall be elected from those Fellows who are ordinary members of the Trustee Board or members of the Council or who prior to 12 February 2002 were or had been Ordinary Members of the Council (as constituted prior to that date) subject to the international experience criterion set out in By-law 56.
- 62.2.1 The International Vice-President shall hold office for three years and shall be eligible for re-election for a further three year term.

63 **ORDINARY MEMBERS OF THE TRUSTEE BOARD** The ordinary members of the Trustee Board shall be elected from Corporate Members subject to the international experience and age criteria set out in By-law 56.

- 63.1 An ordinary member of the Trustee Board shall hold office for three years and may be elected for a further three year term.
- 63.2 Neither a retiring President nor a Past President shall be eligible for election as an ordinary member of Trustee Board.
- 63.3 Notwithstanding By-law 63.1 one ordinary member of the Trustee Board shall retire each year.

ELECTION OF PRESIDENT, PRESIDENT ELECT, VICE-PRESIDENTS, INTERNATIONAL VICE-PRESIDENT AND ORDINARY MEMBERS OF THE TRUSTEE BOARD

64 **NOMINATIONS** The Trustee Board shall at a meeting of the Institution held not more than fourteen weeks before the Annual Meeting present a list of the Corporate Members nominated by the Trustee Board for election as President (if required in accordance with By-law 60.2.3), President Elect, Vice-Presidents, International Vice-President and ordinary members of Trustee Board. Such meeting shall be an Ordinary Meeting of which due notice containing the list that will be presented thereat has been given. Upon presentation of the list any Corporate Member shall be entitled to add to the list a candidate or candidates for election to the offices of President (if applicable), President Elect, Vice-President, International Vice-President and ordinary member of Trustee Board in accordance with By-law 64.2.

64.1 **TRUSTEE BOARD NOMINATIONS** Corporate Members nominated by the Trustee Board shall be termed Trustee Board Nominations.

64.2 **CORPORATE MEMBER NOMINATIONS** Each nomination by a Corporate Member shall be signed by that Corporate Member and by at least eleven other Corporate Members as nominators. Such a nomination shall be delivered to the Chair of the meeting, together with the written consent of the nominee.

64.3 **DEATH, RESIGNATION, EXPULSION OR SUSPENSION OF A CANDIDATE** In the event of death, resignation, expulsion or suspension of a candidate after nomination and before the announcement of the result of the election, the election shall proceed with respect to the remaining candidates, provided always that the Trustee Board may at any time before the dispatch of voting papers to Corporate Members and Associate Members nominate another candidate eligible for election to the office for which the original candidate was nominated.

64.4 **ELECTION BY DEFAULT** If in respect of any office the number of candidates duly nominated for election thereto does not exceed the number of vacancies, the person(s) so nominated shall be declared elected at the Annual Meeting.

65 **REGULATIONS FOR VOTING IN POSTAL BALLOTS AND TRUSTEE BOARD ELECTIONS** The Trustee Board shall formulate and publish regulations for voting in Postal Ballots and Trustee Board Elections. The form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the Postal Ballot or Trustee Board Election, shall be prescribed in the regulations. No such regulation shall be inconsistent with the Charter or with these By-laws.

65.1 **POSTAL BALLOTS** Scrutineers for Postal Ballots shall be appointed by the Chief Executive and shall have no interest in the motion or result. Postal Ballots may be used for the election of members of Region Committees and Divisional Boards.

65.2 **TRUSTEE BOARD ELECTIONS** Trustee Board elections shall be held as soon as is reasonably practicable after the meeting at which nominations are presented and shall be conducted according to the principle of proportional representation by the method of the single transferable vote in accordance with the model procedure published from time to time by the Electoral Reform Society.

66 **NOTIFICATION OF RESULTS**

66.1 **ELECTIONS** The announcement of the results of the election shall be made in accordance with By-law 38 by reading at the Annual Meeting the names of those who have been duly elected. The Trustee Board shall cause the names of those elected to be published as soon as is reasonably practicable after the announcement in such manner as the Trustee Board may determine.

66.2 **POSTAL BALLOTS** The Trustee Board shall cause the result of any postal ballot held in accordance with By-laws 22, 45.4 and 55 to be published as soon as is reasonably practicable and in such manner as the Trustee Board may determine.

67 **CESSATION OF MEMBERSHIP OF THE TRUSTEE BOARD**

A member of the Trustee Board shall cease to be a member of the Trustee Board if such member:

- 67.1 by notice in writing to the Chief Executive resigns such member's office, or
- 67.2 ceases to be a member of the Institution or such member's membership is suspended, or
- 67.3 becomes incapable by reason of mental disorder of discharging the duties of a member of the Trustee Board, or
- 67.4 becomes disqualified by law from acting as a charity trustee, or
- 67.5 fails to attend a single Trustee Board meeting in a year (as defined in By-law 58.1) unless the Trustee Board resolves that such member should retain such member's office, or
- 67.6 is or becomes employed by the Institution or by any company of which more than 75% of the issued share capital is in the beneficial ownership of the Institution or its nominees, or
- 67.7 is declared by the Trustee Board to have failed to fulfil, or to be incapable of fulfilling, such member's proper functions as a member of the Trustee Board and, after having been given an opportunity to be heard, is accordingly removed from membership of the Trustee Board by resolution of the Trustee Board approved unanimously by the whole number of the members of the Trustee Board other than the member who is the subject of the resolution for removal.

PROCEDURES, DELEGATION OF POWERS AND DUTIES OF THE TRUSTEE BOARD

68 **TRUSTEE BOARD** The Trustee Board shall meet together as often as may be required for the dispatch of business and subject to the provisions of these By-laws regulate its proceedings as it thinks fit and may act notwithstanding any vacancy in its body.

- 68.1 **PROCEDURES** The Trustee Board shall from time to time formulate and resolve rules of procedure for its meetings.
- 68.2 **OBSERVERS** The Trustee Board may invite observers to attend all or any part of its meetings. Such persons may be invited to speak at the meeting but shall not be permitted to vote.
- 68.3 **REPRESENTATION** No proxy or alternative representative shall be permitted.
- 68.4 **DELEGATION OF POWERS** The Trustee Board may delegate its powers in accordance with By-laws 70 and 73.
- 68.5 **COMMUNICATION DEVICES** Any member of the Trustee Board who participates in the proceedings of a meeting of the Trustee Board by means of a communication device (including, without limitation, a telephone or a video link) that allows all the other members of the Trustee Board present at the meeting (whether in person or by means of a communication device) to hear that member of the Trustee Board at all times, and that member of the Trustee Board to hear all other members of the Trustee Board present at the meeting (whether in person or by means of a communication device) at all times, shall be deemed to be present at the meeting and counted in the quorum. A meeting of the Trustee Board held by these means shall be deemed to take place where the largest number of participants is assembled. In the absence of such a majority of participants in

one place, the location of the President or the person chairing the meeting in place of the President shall be deemed to be the place of the meeting of the Trustee Board.

- 69 **DUTIES** The Trustee Board shall manage the property and affairs of the Institution in accordance with By-laws 73 and 74.

DELEGATED POWERS

- 70 **DELEGATION OF POWERS BY TRUSTEE BOARD TO OTHER BODIES** Except where the Charter or these By-laws expressly provide to the contrary, the Trustee Board may delegate any of its powers or the implementation of any of its resolutions to any board and committee and every such board and committee shall be accountable to the Trustee Board.

70.1 The resolution making any such delegation shall specify those who shall or may be asked to serve on such board and committee.

70.2 The composition of any such board and committee shall be entirely at the discretion of the Trustee Board and may comprise such of their number as the resolution shall specify but no more than one third of the members of any such committee may comprise persons who are not members of the Institution. The President shall be a member of each such board and committee ex-officio.

70.3 The deliberations of any such board and committee shall be reported regularly to the Trustee Board and any resolution passed or any decision taken by any such board and committee shall be reported forthwith to the Trustee Board.

70.4 All delegations under this By-law shall be variable or revocable by the Trustee Board at any time.

70.5 The Trustee Board may make and vary such regulations and impose such terms and conditions and give such mandates to any such board and committee as they may from time to time think fit.

70.6 The meetings and proceedings of any board and committee appointed pursuant to this By-law shall be governed by the provisions of these By-laws regulating the meetings and proceedings of the Trustee Board so far as the same are relevant and not superseded by any regulations made by the Trustee Board.

- 71 **MEMBER INTEREST GROUPINGS** The Trustee Board may establish and, except for the Automobile Division, disestablish groupings of members based on territory, knowledge or special interest, provided:

71.1 **DIVISIONS** The rules for each division shall state its objects and the particular branch of mechanical engineering for which it has been established. Members of any class who are specially qualified or have expressed an interest in that particular aspect of mechanical engineering may register as members of that division.

71.2 **REGIONS** The rules for each region shall state its objects and the territory in which it operates. The Trustee Board may, as it thinks fit, alter the geographical boundaries of a region. The Trustee Board may at its discretion and to such an extent and in such circumstances as it thinks fit change the title "region" to such other title or titles as it may think fit and these By-laws shall be construed as if such other title or titles were included in and were an alternative for the title "Region". Every member whose recorded address is within the territory of a region shall be a member of that region unless by notice in writing to the Chief Executive such member has expressed a wish to belong to some other region, in which case such member shall be a member of that other region in place of the first-mentioned region. A member shall not be a member of more than one region.

71.3 **SPECIALIST GROUPS** The rules for each group shall state its objects and the particular disciplinary field of engineering fundamental to a number of divisions or in a sector of engineering which by virtue of its size or nature is not covered by a division. Members of

any class and non-members who are specially qualified or who have expressed an interest in the activities of a group may register as members of the group.

- 71.4 The rules for any grouping under this By-law shall provide *inter alia* for the election of a supervisory committee or board and for the election of a Chair.

72 COUNCIL

72.1 There shall be a Council of the Institution which shall have the right and responsibility first of tendering advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board.

72.2 The Council shall consist of such number of members, with such qualifications and to be elected or constituted as such members of the Council and to hold office for such period and on such terms as to re-election and otherwise as may be specified in Regulations promulgated by the Trustee Board. The Trustee Board may from time to time supplement, vary or rescind such Regulations, provided that no such Regulation variation or rescission shall in any way be repugnant to the Charter or these By-laws.

72.3 The Council's procedures and proceedings shall be governed in accordance with rules laid down from time to time by the Trustee Board after consultation with the Council.

MANAGEMENT OF THE INSTITUTION

73 The Trustee Board shall manage the property and affairs of the Institution in accordance with the Charter and By-laws from time to time in force.

73.1 **BUILDINGS** The Trustee Board shall not charge, sell, or otherwise dispose of any part of the land or buildings at No 1 Birdcage Walk, Westminster and No 1, 3 and 5 Storey's Gate, Westminster unless at a Special Meeting of the Institution called for the purpose the Trustee Board is authorised to do so by a resolution approved by not less than two-thirds of the Corporate Members and Associate Members entitled to attend who were present and voted thereat or at a subsequent ballot called in accordance with By-law 45.

73.2 **ACCOUNTS** The Trustee Board shall cause to be kept proper books and accounts of the capital funds, revenue and expenditure of the Institution and shall cause such accounts for the past calendar year, or such other period as the Trustee Board shall decide, together with the report of the Auditors thereon to be presented at the Annual Meeting.

73.3 **PUBLISHING OF ACCOUNTS** A copy of the Accounts that are to be presented to an Annual Meeting, together with a copy of the Auditors' report and of the Annual Report of the Trustee Board, or a summary thereof accompanied by a statement that the full Report and Accounts will be sent to any member on request, shall, not less than twenty-one days before the date of the Annual Meeting, be sent to all members who are entitled to receive notice of that meeting and to such other members who may have asked that a copy be sent to them.

73.4 INVESTMENTS

73.4.1 The Trustee Board shall establish an investment policy and review the same at intervals of not less than 12 months and shall publish such policy and any amendments in such manner as the Trustee Board shall think fit.

73.4.2 All the monies of the Institution not required to meet the current expenditure of the Institution may be invested in the purchase, or in the security, of such stocks, shares, debentures, debenture stock, land, buildings, or any other property of any nature and in any part of the world, or may be lent to such parties and on such terms with or without security, as the Trustee Board may from time to time

determine, and the Trustee Board shall have power from time to time to vary such investment.

73.5 **APPOINTMENT OF INVESTMENT ADVISORS AND MANAGERS** The Trustee Board shall have power at any time and from time to time:

73.5.1 by writing to appoint as investment managers and/or investment advisers for the Institution any person or persons who they are satisfied after inquiry are proper and competent persons to act in that capacity and who are either:

73.5.1.1 individuals of repute with at least fifteen years' experience of investment management who are authorised persons within the meaning of the Financial Services and Markets Act 2000 (and any rules or regulations made under it) or

73.5.1.2 a company or firm of repute which is an authorised or exempted person within the meaning of that Act (and any rules or regulations under it) otherwise than by virtue of paragraphs 44(1)(c), 44(2)(a) or 45 of the Schedule to the Financial Services and Markets Act 2000 (Exemption) Order 2001;

73.5.2 to delegate to any person or persons so appointed (but only on terms consistent with this By-law 73) power at their discretion to buy and sell investments for the Institution on behalf of the Trustee Board in accordance with the investment policy laid by the Trustee Board pursuant to By-law 73.4.1.

73.6 Where the Trustee Board makes any delegation under By-law 73.5 they shall:

73.6.1 inform the investment manager or adviser in writing of the extent of the Institution's investment powers;

73.6.2 lay down a detailed investment policy for the Institution and immediately inform the investment manager or adviser in writing of it and any changes to it;

73.6.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager or adviser;

73.6.4 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager or adviser and the exercise by them of the delegated authority;

73.6.5 take all reasonable care to ensure that an investment manager or adviser complies with the terms of the delegated authority;

73.6.6 review the appointments at such intervals not exceeding 24 months as they think fit; and

73.6.7 pay such reasonable and proper remuneration to an investment manager and/or adviser and agree such proper terms as to notice and other matters as the Trustee Board shall decide and as are consistent with this By-law provided that such remuneration may include commission fees and/or expenses earned by the investment manager and/or adviser if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee Board.

73.7 Where the Trustee Board may make delegation under this By-law they shall do so on the terms that:

73.7.1 the investment manager or adviser shall comply with the terms of the delegated authority;

- 73.7.2 the investment manager or adviser shall not do anything which the Trustee Board do not have power to do;
- 73.7.3 the Trustee Board may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with this By-law; and
- 73.7.4 the Trustee Board shall give directions to the investment manager and/or adviser as to the manner in which all sales and purchases of investments made on their behalf are to be reported to the Trustee Board.
- 73.8 The Trustee Board may without being liable for any loss occasioned thereby:
- 73.8.1 make such arrangements as they think fit for any investments of the Institution or income from those investments to be held by a corporate body which is incorporated in the United Kingdom or has established a branch or place of business in the United Kingdom as the Institution's nominee; and
- 73.8.2 pay reasonable and proper remuneration to any corporate body acting as a nominee in pursuance of this By-law.
- 73.9 **RAISING MONIES** Where the Institution is authorised by the Charter or by these By-laws to apply monies for any purpose or in any manner the Institution shall have power to raise the money or any part thereof by borrowing the same or (subject to the provisions of By-law 73.1) by the sale, conversion, calling in, mortgaging or otherwise charging all or part of the property of the Institution provided that no purchaser or mortgagee paying or advancing money on a sale or mortgage shall be concerned to see that such money is wanted or that no more than is wanted is raised or otherwise as to the application thereof.
- 74 The Trustee Board may exercise all such powers as are not by the Charter or the By-laws required to be exercised at a general meeting of the Institution.
- 75 The Trustee Board, in furtherance of the objects of the Institution but not otherwise may in association with other bodies having objects which in the opinion of the Trustee Board are compatible with those of the Institution form with any such body or bodies associations in areas where in the opinion of the Trustee Board the formation of such associations is or may be desirable.
- 76 **INSPECTION OF INSTITUTION DOCUMENTS** Other than inspection of the Register in accordance with By-law 3.1, the Trustee Board alone may authorize members to inspect Institution documents.
- 77 **TRUSTEE BOARD ACTS AS THE INSTITUTION** No act done by the Trustee Board whether *ultra vires* or not, which shall have received the express or implied sanction of the Corporate Members at a general meeting of the Institution shall be impeached by any member of the Institution on any ground whatsoever but shall be deemed to be an act of the Institution.

COMMON SEAL

- 78 The Trustee Board shall provide a common seal of the Institution and make rules for its custody and use.

APPOINTMENT AND DUTIES OF OFFICERS AND AUDITORS

- 79 **HONORARY OFFICERS** The President, President Elect, Vice-Presidents, International Vice-President and Honorary Treasurer shall be the only Honorary Officers of the Institution. The President is the titular head of the Institution and shall have such duties as are described elsewhere in these By-laws or shall be assigned to the President by the Trustee Board. In the event of the President being unable, for whatever reason, to carry out the President's duties, the President Elect or if such person is unable, the senior of the Vice-Presidents and International Vice-President, available at the time will act in place of the President. If the Chief Executive of the Institution refers to the President any matter of importance or difficulty requiring urgent

decision, the President shall take such action as seems appropriate to the President, but shall report to the Trustee Board at the earliest reasonable opportunity what action was taken.

80 There shall be an Honorary Treasurer who shall be appointed by and shall hold office at the pleasure of the Trustee Board. The Trustee Board shall set the Honorary Treasurer's duties.

81 **CHIEF EXECUTIVE** There shall be a Chief Executive of the Institution who shall be appointed by the Trustee Board at such remuneration and on such other terms and conditions as it may think fit. Subject to the provisions of any contract between the Institution and the Chief Executive the Trustee Board may at its discretion terminate any such appointment. The Trustee Board may at its discretion change the title " Chief Executive" to such other title as is thought fit and such title throughout these By-laws shall have the same meaning as the title " Chief Executive".

82 **CHIEF EXECUTIVE'S DUTIES** Under the general direction of the Trustee Board, the duties of the Chief Executive shall be:

82.1 to be responsible for the conduct of correspondence of the Institution, to attend or be represented at the general meetings of the Institution and of the Trustee Board and of committees established by the Trustee Board, to cause minutes of the proceedings of any such meetings to be taken, to superintend the publication of such papers as the Trustee Board may direct, to have charge of the Institution's premises and library and to direct the collection of subscriptions and the preparation of accounts;

82.2 to appoint and to be responsible for all persons under the Chief Executive and to set them their portions of work and duties;

82.3 to conduct the ordinary affairs of the Institution in accordance with the Charter and these By-laws and the directions of the Trustee Board. The Chief Executive shall refer to the President any matters of importance or difficulty requiring urgent decision;

82.4 to initiate for consideration by the Trustee Board position or policy papers on any matter affecting the good of the Institution.

83 **AUDITORS** The Auditors shall be qualified in accordance with the provisions of the Companies Acts for the time being in force and shall be appointed annually by the Corporate Members and Associate Members at the Annual Meeting at a remuneration to be fixed by the Trustee Board. The Trustee Board may fill any casual vacancy that may occur in the appointment of the Auditors.

PUBLICATIONS

84 The Trustee Board shall publish or cause to be published such periodicals and other publications as it shall determine.

85 Every member who submits with a view to its publication by the Institution a treatise, paper or other communication shall by so doing undertake:

85.1 that such communication has not been published and that such member will not permit its publication before it is accepted or declined by or withdrawn with the consent of the Institution and

85.2 that if such communication is accepted for publication by the Institution the copyright therein shall become the property of the Institution and such member will when called upon to do so assign to the Institution the sole right to print and publish in any form, in any medium, in any language and in any part of the world the whole or any part of such communication.

86 The attention of every member who submits a communication for publication shall be drawn to this By-law and a copy of it shall be given to such member together with a statement in a form approved by the Trustee Board to the effect that it is the policy of the Institution to encourage the wide publication of communications accepted for publication by the Institution and setting the conditions upon which permission will be given for publication otherwise than by the Institution.

- 87 Every non-member who submits any such communication with a view to its publication shall be required to sign an undertaking in the terms set out in By-law 85.
- 88 Every treatise, paper or other communication submitted with a view to its publication by the Institution shall be considered by the Trustee Board who shall decide whether it be accepted for publication or declined and if accepted whether it be read at a meeting and subsequently published or be published without being read at a meeting.
- 89 The Trustee Board shall have the power to waive in writing any of the provisions in By-laws 84 to 88 in any particular case or cases.

INDEMNITY

- 90 Each member of the Trustee Board and each member of the Institution in such member's capacity as a member of the Trustee Board or of any other body appointed or established pursuant to the By-laws or with the approval of the Trustee Board for the purposes of the Institution shall be accountable in respect of such member's own acts only and shall not be accountable for any acts done or authorised to which such member shall not have expressly assented. No member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done authorised or suffered by such member, being done in good faith for the benefit of the Institution even if in excess of such member's legal power or incurred through any omission, error of judgment or oversight on such member's part, unless such loss or damage resulted from any act or omission which such member knew to be a breach of trust or breach of duty or which was committed by such member in reckless disregard of whether it was a breach of trust or breach of duty or not.

NOTICES

- 91 Any notice may be served or any communication may be sent by the Trustee Board or by the Chief Executive to any member of the Institution either personally or by sending it by prepaid post (whether as a separate communication or included in or with one of the publications of the Institution) addressed to such member at such member's recorded address or by electronic communication pursuant to By-laws 93 to 97.
- 92 Any notice or communication served or sent by prepaid post shall be deemed to have been served or delivered at the expiration of 14 days after the date it was dispatched and in proving such service it shall be sufficient to prove that the notice or packet containing it was properly addressed, prepaid and delivered to the carrier.
- 93 Any member may notify the Institution in writing of an address for the purpose of such member's receiving electronic mail from the Institution and having done so shall be deemed to have agreed to receive any notice, requisition, certificate or other document required to be given, delivered or sent to such member under or in connection with these By-laws by electronic mail. If a member so notifies the Institution of such member's address the Institution may satisfy its obligation to give deliver or send to such member any notice or other document by:
- (a) sending it to such member at that address by such form of electronic mail as the Trustee Board may from time to time determine; or
 - (b) publishing such notice or other document on a website and notifying such member by electronic mail to that address that such notice and other document has been so published, specifying the address on the website on which it has been published, the place on the website where the notice or other document may be accessed and (if any such notice relates to a meeting of the Institution) stating (i) that the notice concerns a notice of a meeting of the Institution, (ii) the date, time and place of the meeting and (iii) whether the meeting is an annual, special or ordinary meeting.
- 94 The Institution may notify members in writing of an address for the purpose of its receiving from members such form of electronic mail as the Trustee Board may determine and may specify what notice or other document may be sent to it by electronic mail and having done so shall be deemed

to have agreed to receive any such notice or other document from members by such form of electronic mail.

- 95 Subject to By-law 97, any notice or other document sent in accordance with By-laws 93 to 97 shall be deemed to be received at 9.00 am on the day following that on which it was transmitted. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators for the time being in force) that a notice or other document was sent by electronic mail shall be conclusive evidence of such sending.
- 96 Any amendment or revocation of a notice given to the Institution or a member under By-laws 93 to 97 shall only take effect in writing, signed by the member or the Institution as the case may be, and on actual receipt by the Institution or the member, as the case may be, thereof.
- 97 Electronic mail shall not be treated as received by the Institution or member, as the case may be, if it is rejected by computer virus protection arrangements.
- 98 The accidental failure to send, or the non-receipt by any person entitled to, any notice or other document relating to a meeting, poll, ballot or other proceeding under these By-laws shall not invalidate the relevant meeting, poll, ballot or other proceeding.

Qualifications and Training Regulations

Pursuant to By-Law 14

Amended and approved by the Trustee Board on 20 February 2008

1. These Regulations govern the qualifications policy in accordance with By-Law 14 as authorised by the Trustee Board on 20 February 2008.
2. In these Regulations and in the Policy and Procedures Manual, unless a contrary Indication appears:
 - 2.1 The term “member” means a member of any class referred to in By-Law 2.
 - 2.2 “Qualifications and Membership Board” means the Board, or its successor Board(s), acting on behalf of the Trustee Board in matters relevant to members’ professional development.
 - 2.3 “Qualification” means the total requirement for eligibility for admittance into a particular class.
 - 2.4 “Engineering Council (UK)” means the UK body that maintains the Register of Engineers and bestows the designatory letters CEng, IEng and EngTech.
 - 2.5 “UK-SPEC” means the Engineering Council (UK) (or its successor body(s)) guidelines setting out the requirements for professional registration.
 - 2.6 Educational Base means the learning experiences required to achieve the knowledge and understanding necessary to underpin associated training and professional responsibility.
 - 2.7 “Further Learning” means additional learning that builds on an initial accredited qualification to meet the full Educational Base requirements for registration as a Chartered Engineer or Incorporated Engineer.
 - 2.8 “Initial Professional Development” means the learning experiences in employment building on and using the academic qualification in positions of increasing independence and professional accountability.
 - 2.9 “Accreditation” means the formal assessment of academic courses to ensure candidates meet the current qualification requirements.
 - 2.10 “Approval” means the formal approval of a programme of learning experiences subject to eventual assessment of an individual’s actual participation in that programme.
 - 2.11 “Policy and Procedure Manuals” means the current formal controlled documents, setting out the detail policy and procedures, that shall be deemed to be part of these regulations.
3. Committees and Responsibilities
 - 3.1 The Qualifications and Membership Board shall be responsible for overseeing implementation and ensuring compliance with the Regulations.
 - 3.2 The Qualifications and Membership Board (or its successor Committee(s)) shall, on behalf of the Trustee Board and in accordance with By-Law 66, be responsible for assessing applicants against these Regulations, either directly or by delegation of the review process to a sub-committee, and shall accept or reject their applications accordingly.

3.3 Qualifications and Membership Board shall set up and oversee appropriate committees to set and monitor standards through such mechanisms as accreditation.

3.4 Documentation promoting and explaining these regulations shall be maintained and promulgated.

3.5 The Qualifications and Membership Board shall from time to time review these Regulations and propose to the Trustee Board such amendments as may be necessary to enable appropriate external recognition of qualifications for Institution membership.

Ethos

4. IMechE qualifications policy is to accept into membership all those appropriately competent and with professional commitment. It is committed to the maintenance of that competence by encouraging its members to engage in lifelong learning or CPD throughout their careers. Whilst setting exemplar standards, the policy is intentionally flexible to recognise those who achieve competence by other than the mainstream routes.

Classes of Membership

5. The Affiliate class is open to all those interested in engineering and there are no qualifying requirements.
6. Associate Membership is open to all those who meet the academic requirements for that class of member and are entitled to use the designatory letters AMIMechE. Membership of this class does not necessarily indicate eligibility for higher classes of membership.
7. Eligibility for Corporate Membership demands meeting requirements for academic learning and undergoing a period of initial professional development assessed through a Professional Review.
 - 7.1. Corporate Members may be either those who meet IMechE requirements, as contained in the Policy and Procedures Manual, or those who also meet Engineering Council (UK) requirements and thus eligible for registration with the Engineering Council (UK). Corporate Members in the class of Member can use the designatory letters MIMechE.
 - 7.2. Those Corporate Members meeting Engineering Council (UK) requirements can, if registered as Chartered Engineers, use the designatory letters CEng MIMechE.
 - 7.3. Those Corporate Members meeting Engineering Council (UK) requirements can, if registered as Incorporated Engineers, use the designatory letters IEng MIMechE.
 - 7.4. Those Corporate Members meeting Engineering Council (UK) requirements can, if registered as Engineering Technicians, use the designatory letters EngTech MIMechE.
 - 7.5. The applicant shall demonstrate a commitment to, and recorded evidence of, Continuing Professional Development.
8. All members in the Fellow class must be qualified to Engineering Council requirements and can, if registered, use the designatory letters CEng FIMechE, IEng FIMechE, or EngTech FIMechE as appropriate. In addition:
 - 8.1. The applicant shall have been engaged in a position of Professional Responsibility at a senior position in industry or commerce.
 - 8.2. The applicant shall demonstrate a commitment to, and recorded evidence of, Continuing Professional Development.

Academic Requirements

9. The academic requirements for membership and registration with the Engineering Council shall be those laid out in the Policy and Procedure Manuals, or other qualifications deemed acceptable by the Trustee Board. The associated procedures shall comply with the requirements in force at the time for Nominated and Authorised Bodies. The standards required by the Institution: shall be such as to facilitate acceptability in other major industrial countries, particularly through Mutual Recognition Agreements and EU legislation as applicable.

Exemplar Qualifications

10. The exemplar qualification shall be that laid out in The Educational Base, contained within the Policy and Procedure Manuals.

Other Acceptable Qualifications

11. Applications from those without the exemplar qualifications will be considered through alternative, individually assessed routes to membership, as contained in the Policy and Procedure Manuals. All individual case assessments will be made against the minimum academic standards set out above whilst allowing recognition of learning gained during professional experience in lieu of academic qualifications. Initial Professional Development.
12. The academic requirements represent the Educational Base on which the lifelong learning of an engineer is based. Initial Professional Development continues the process as laid out in the Policy and Procedure Manuals through to corporate membership and/or registration.

Monitored Professional Development Scheme (MPDS)

13. The MPDS is the preferred route as laid out in the Policy and Procedure Manuals for achieving the objectives of Initial Professional Development.

Professional Review

14. All applicants for Corporate Membership shall be subject to the Professional Review, as laid out in the Policy and Procedure Manuals.
15. The Professional Review Committee where appropriate, or its sub committee, shall examine all the evidence and arrive at a decision on behalf of the Trustee Board. The Professional Review Committee will be responsible for all decisions made by its sub-committee.
16. "Industry Competence Profiles & Case Studies" will provide valuable guidance for differing employment areas.

Continuing Professional Development

17. Continuing Professional Development (CPD) is a professional obligation (By-Law 31.3) of all corporate members to ensure that their professional competence throughout their professional life remains appropriate to meet their professional commitments.
18. A seamless progression is expected from the initial professional development to meet membership requirements to a career-long planned and monitored development.
19. A Professional Development Record should be maintained containing Development Action Plans and records of all CPD activities.

Development Action Plan

20. Applicants for CEng and IEng will be required to provide a Development Action Plan for the Professional Review to demonstrate that they have a structured approach to continuing to develop their competence throughout their career.

Code of Conduct Regulations

Pursuant to By-law 32

Amended and approved by the Trustee Board on 15 March 2017

Members are specifically referred to By-law 30, which sets out the core ethical obligations for all members of the Institution. The following Regulations are founded on the principles contained within this By-law and the Statement of Ethical Principles published by EC(UK) 2007.

Pursuant to By-law 33

Amended and approved by the Trustee Board on 15 March 2017

Members are specifically referred to By-law 30, which sets out the core ethical obligations for all members of the Institution. The following Regulations are founded on the principles contained within this By-law and the Statement of Ethical Principles published by EC(UK) 2007.

CONDUCT OF CORPORATE AND NON-CORPORATE MEMBERS

Competence

- CR 1 Members shall act with care and competence in all matters relating to their duties and shall:
- CR 1.1 continuously throughout their careers take all reasonable steps to maintain and develop their professional knowledge and skills relevant to their field of professional activity (including new or changed statutory provisions) and their technical and commercial leadership and management skills.
 - CR 1.2 take all appropriate measures to assess and limit risk in all aspects of their work for others to whom they owe a duty of care.
 - CR 1.3 not undertake, condone or authorise any work that contravenes the legislation or regulations applicable in the country in which they are working, even by an act of omission.
- CR 2 Members shall perform services only in areas of current competence and shall:
- CR 2.1 be competent in relation to every project that they undertake. They shall ensure that, having regard to the nature and extent of their involvement in a project, they have the relevant knowledge and expertise, time and authority to perform. Where appropriate, this may include access to the knowledge and experience of others, or access to other relevant sources of knowledge, in addition to the member's own knowledge and experience. In so doing, they shall pay due regard to the laws on copyright and other rights of intellectual property, both in their own country and the country where the work is being undertaken.
 - CR 2.2 if aware or on becoming aware of relevant limitations in, or in any respect unsure of, their competence to undertake professional work they shall disclose that fact to their employer or the client of the work. The member shall only proceed when the customer confirms their agreement to proceeding on that basis.
 - CR 2.3 take all reasonable steps to ensure that persons working under their authority are both suitably equipped and competent to carry out the tasks assigned to them.

Skill Development

- CR 3 Members shall maintain up to date knowledge and skills and assist their development in others and shall:
- CR 3.1 maintain a record of evidence of Continuing Professional Development (CPD). This record is to be presented to the Institution upon request. This should not be limited to CPD which is dictated by their employer but should also include that for their own development.
 - CR 3.2 give all reasonable assistance to further the education, training and continuing professional development of other members and prospective members of the engineering profession.

Discretion

- CR 4 Members shall act for each employer or client in a reliable and trustworthy manner and:
- CR 4.1 except in the case of an investigation by a tribunal, not divulge any confidential information regarding the business affairs, technical process or financial standing of their clients, contractors, or employers past or present without their consent.
 - CR 4.2 not use information obtained in confidence for the purpose of making personal profit. Neither shall they use any information obtained in the course of an assignment for the purpose for personal profit.
 - CR 4.3 not divulge, without prior permission, any unpublished information obtained by them as members of an investigating commission or advisory board, except in the case of their final report.

Integrity

- CR 5 Members shall not knowingly mislead, nor allow others to be misled, in professional engineering matters and shall:
- CR 5.1 when called upon to give an opinion in their professional capacity, do so to the best of their ability and ensure that it is objective and based upon the best available knowledge and information.
 - CR 5.2 when their professional advice is not accepted, take all reasonable steps to ensure that the person overruling or neglecting that advice is aware in writing or by other traceable means of any danger or loss which may ensue from such over-ruling or neglect and in appropriate cases, to inform that person's employers of the potential risks involved.
- CR 6 Members shall present and review engineering evidence, theory and interpretation honestly, accurately and without bias and quantify all risks and shall:
- CR 6.1 when an approach is received from a potential client, take all reasonable steps to define, clarify and understand the brief with the customer. They shall be particularly careful to make the customer aware that they will not be offering a service in matters lying outside their competence. If other professional advice is required, the customer shall be informed.
 - CR 6.2 when acting as independent experts, conciliators, mediators or arbitrators or similar roles do so objectively, with impartiality, uninfluenced by any personal considerations and without undue bias. If any conflict of interest arises they are to declare it at the earliest opportunity.
 - CR 6.3 be or become aware of the risks of failing to achieve objectives, whether concerning performance, cost or time and take account of the consequences of any such failure and inform their employer or client.
 - CR 6.4 identify and quantify all risks and hazards associated with their work and manage them in conformity with accepted engineering and environmental standards and in a manner which does not compromise the welfare, health and safety of society. They shall inform those for whom they work of all matters relating to risks and hazards in a full and timely fashion.

- CR 7 Members shall act honourably, responsibly, and lawfully so as to uphold the reputation, standing and dignity of the profession in general and the Institution in particular and:
- CR 7.1 if convicted of a criminal or civil offence anywhere in the world inform the Institution promptly, and provide such information concerning the conviction as the Institution may require. (This does not include Fixed Penalty Notice offences.)
 - CR 7.2 after having been declared bankrupt or having made a composition with creditors or having been disqualified as a Company Director immediately notify the Institution of the same as they may be deemed guilty of improper conduct if they are prevented from undertaking professional duties consistent with the standards of membership of the Institution.
 - CR 7.3 if they become aware or have reasonable grounds for believing, that another member is engaged in conduct or has engaged in conduct which is in breach of the By-laws and Code of Conduct Regulations, inform the Institution in writing of that belief, but in so doing no member shall maliciously or recklessly injure or attempt to injure the reputation of another person.
 - CR 7.4 when entering into any correspondence (oral or written) shall not implicate the Institution, through direct reference or use of membership status, in any statement that may be construed as defamatory, discriminatory, libellous, offensive, slanderous, subversive or otherwise damaging to the Institution.
- CR 8 Members who, on behalf of the Institution, work with children or vulnerable adults must comply with the Institution's 'Working with Children and Vulnerable Adults' Policy.
- CR 9 Members shall co-operate with any reasonable request made by the Institution's Investigating Panel, Disciplinary Board, or an Appeal Hearing for the purposes of their functions.
- CR 10 Members shall avoid deceptive acts and take steps to prevent corrupt practices and professional misconduct; declare conflicts of interest and shall:
- CR 10.1 at all times so order their conduct as to uphold the dignity and reputation of their profession and to safeguard the public interest.
 - CR 10.2 ensure that only legitimate qualifications and demonstrable experience are cited as evidence of professional competence.
 - CR 10.3 not knowingly undertake work on behalf of one client or employer that they may then need to review, authorise or certify on behalf of a second client or employer.
 - CR 10.4 whilst acting for a client or employer, not be at the same time, directors or substantial shareholders in any company with which they may have material dealings on behalf of their client or employer, without divulging the full facts in writing to their client or employer and obtaining their written consent to such action.
 - CR 10.5 not improperly solicit work as an independent adviser or consultant, either directly or by an agent, nor shall they pay any person, by commission or otherwise, for the introduction of such work; provided that, if a member shall be working in a country where there are recognised standards of professional conduct, laid down in that country by a competent authority recognised by EngC, which are in conflict with the previous provisions of this requirement, they may while continuing to work in that country order their conduct according to such standards.
 - CR 10.6 when acting as independent advisers or consultants, they must not be the medium of any payment made on their employer's behalf unless so requested by their employer. They shall not place any contracts or orders in connection with the work on which they are employed, except with the authority of and on behalf of their employer.
 - CR 10.7 take reasonable and appropriate steps to inform an employer, contractor, or client in writing of any conflict between their personal interest and faithful service to their employer or client that may impair their ability to make objective judgements.

CR 10.8 in the event of any conflict between their duties to their superiors and colleagues or their duties to the engineering profession, ensure that their duties to the engineering profession prevail.

CR 11 Members shall encourage their clients, suppliers, other business partners and colleagues to adopt the same or similarly high standards of ethical behaviour.

Respect for others

CR 12 Members shall be alert to the ways in which their duties derive from and affect the work of other people; respect the rights and reputations of others and shall:

CR 12.1 use their leadership and management skills responsibly.

CR 12.2 not recklessly or maliciously injure or attempt to injure whether directly or indirectly the reputation, practice, employment or livelihood of another person.

CR 12.3 place responsibility for the welfare, health and safety of the workforce and wider community at all times before responsibility to the profession.

CR 12.4 accept responsibility for all work done by them or under their supervision or direction.

CR 12.5 behave with integrity and objectivity in their relationships with colleagues, clients, employers, employees and with society in general.

CR 12.6 ensure, so far as they are able, that other members receive credit for their professional achievements and all rewards to which they are entitled.

CR 12.7 contribute to creating an inclusive working environment where individuals are respected and where the value of having a diverse workforce is recognised.

CR 12.8 embrace the needs of the community and future generations and adopt practices that have minimal adverse effects on social, cultural, archaeological and ethnic heritage, and the broader interests of humanity as a whole.

Bribery and Corruption

CR 13 Members shall reject bribery and:

CR 13.1 not accept any payment or benefit in money or money's worth from any person other than their employer in connection with professional services rendered to their employer. Neither shall they receive directly or indirectly any such payment or benefit in respect of any article or process used in or for the purpose of the work in respect of which they are employed. Gifts or hospitality of a relatively trivial nature, up to £25 or its equivalent in other currencies, are not considered to be an inducement.)

CR 13.2 not offer any payment or benefit in money or money's worth to any person in connection with professional services rendered by their employer. Neither shall they offer directly or indirectly any such payment or benefit in respect of any article or process used in or for the purpose of the work in respect of which they are employed.

CR 13.3 record all gifts and hospitality received of any value in a document and make it available for inspection by their employer or the Institution.

CR 13.4 have regard not simply to whether they feel themselves to have been influenced but also to the impression that their actions will have on others.

CR 13.5 familiarise themselves with, and comply with, the relevant anti-corruption laws of the countries in which they work or of which they are citizens or residents. Members based in the UK or working for UK-based firms shall be mindful of the provisions of UK legislation, under which UK-registered

companies and UK nationals can be prosecuted in the UK for an act of bribery committed either in the UK or partially or wholly overseas.

- CR 13.6 note that those who have senior management positions have a particular obligation to make positive efforts to ensure that, as far as reasonably possible, bribery and corruption does not exist, and cannot occur, in the organisations for which they work. They shall set in place anti-corruption protocols, procedures and training so that junior employees are not drawn into corrupt practices through intimidation or persuasion by senior colleagues or clients.

Personal Protection

CR 14 Members shall ensure that they are protected against personal liability and:

- CR14.1 shall when undertaking a professional assignment assess their potential liability for the accuracy and consequences of the work and, where appropriate, hold professional indemnity insurance together with statutory insurances, either personally or through their employers and advise their clients of the position before accepting a commission. (Requirements in relation to professional indemnity may differ in some countries and members shall act accordingly).

Sustainable Development

- CR 15 Members shall recognise the importance of socio-economic and environmental factors and shall minimise and justify any adverse effect on wealth creation, the natural environment and social justice by ensuring that all developments, throughout their life, use best practical and economic solutions to meet the needs of the present without compromising the ability of future generations to meet their own needs and:
- CR 15.1 comply with the obligations for health, safety and environmental protection in relation to both organisational and legislative requirements and must be aware of the purpose of the legislation and be prepared to respond to future legislative demands.
 - CR 15.2 expect to use their influence to the fullest extent to ensure that the uses of natural resources are fair, equitable and sustainable and take account of the needs of a diverse environment, while never knowingly or deliberately over-exploiting natural resources.
 - CR 15.3 promote the wise use of non-renewable resources through waste minimisation, recycling and the development of alternatives where possible.
 - CR 15.4 never knowingly or deliberately cause the environment to be damaged or nuisance to be created by the discharge of unacceptable quantities of any substance or energy in any form, while minimising any adverse effects on its associated flora and fauna and wherever possible give positive benefits.
 - CR 15.5 promote the concepts of integration of the management of the wider environment and foster environmental awareness within the engineering profession and among the public.

Whistleblowing

- CR 16 Members shall take positive action when they encounter a material and unmanaged risk, danger, malpractice or wrongdoing which materially affects others, subject to compliance with the laws of the country in which they operate and:
- CR 16.1 note that those who have senior management positions have a particular obligation to make positive efforts to ensure that, as far as reasonably possible, their employees are able to report such practices without fear of reprisals of any kind, in particular, damage to their careers or prospects of advancement.
 - CR 16.2 be aware of their responsibility to support colleagues who wish to report such practices.
 - CR 16.3 in all cases, resolution should first be sought within the company's own policies - note that the Institution cannot provide direct support to members when they have a concern that they believe needs to be raised. Assistance is available via the Institution's Support Network.

Public Perspective

- CR 17 Members shall actively promote public awareness of the impact and benefits of engineering achievements and:
- CR 17.1 contribute to public discussion on engineering matters in their area of competence if they consider that by so doing they can constructively advance the well-being of the community.
 - CR 17.2 in areas outside their area of competence, but in those in which a member can demonstrate adequate knowledge, comment on details of a project within that area of knowledge. Adequate knowledge generally applies to a narrow aspect of an area of competence. Adequate knowledge may be acquired from working in a related area of competence or through continued professional development. However, adequate knowledge in a narrow area is not generally a sufficient basis for public comment or advice on the overall solution to an engineering task outside of a member's area of competence.
 - CR 17.3 in areas outside their area of competence, and in which they are not able to demonstrate adequate knowledge, limit public comment or statements to enquiries which seek to provide deeper understanding. In this respect the member may draw on experience in engineering training and analysis as a basis for asking objective questions which may assist the public to

evaluate engineering works without the member implying personal competence or knowledge in the area.

- CR 17.4 ensure that factual information they issue concerning engineering matters is presented in a clear, objective, truthful and unambiguous fashion to the public.
- CR 17.5 refrain from issuing public statements unless they do so in an objective and truthful manner. They shall include all relevant and pertinent information in such reports, statements or testimony that they make and ensure that they bear the date indicating when it was current.
- CR 17.6 not issue statements, criticisms or arguments on technical matters which are inspired or paid for by interested parties, unless they have prefaced their comments explicitly identifying the interested parties on whose behalf they are speaking and by revealing the existence of any interest the members may have in the matters.
- CR 17.7 not issue statements on behalf of the Institution unless requested or instructed to do so,

Security

- CR 18 Members shall be conscious of the importance of security in preserving the value, longevity and ongoing operation or function of an enterprise's assets, whether tangible or intangible, and the handling of privacy issues such as the protection of personally identifiable information. They are to follow the 6 principles for security as listed below by:
 - CR 18.1 adopting a security-minded approach to their professional and personal life.
 - CR 18.2 applying reasonable judgement and taking a leadership role in the application of security.
 - CR 18.3 complying with relevant legislation and codes, understanding their intent and seeking further improvements.
 - CR 18.4 ensuring good security-minded communications.
 - CR 18.5 understanding, complying with and seeking to improve lasting systems for security governance.
 - CR 18.6 contributing to public and professional awareness of security.

Disciplinary Regulations

Pursuant to By-law 34

Amended and approved by the Trustee Board on 18 February 2009

DR1 **DEFINITIONS** In these regulations, unless a contrary indication appears:

DR1.1 "member" means a member of any class referred to in By-law 2;

DR1.2 "improper conduct" has the meaning ascribed to it in By-law 32.

DR1.3 "Investigating Panel" means the Investigating Panel appointed pursuant to DR 2;

DR1.4 "Disciplinary Board" means the Disciplinary Board appointed pursuant to DR 2;

DR1.5 "Appeals Committee" means the committee appointed pursuant to DR2;

DR1.6 "committee" means any one or more of the Investigating Panel, the Disciplinary Board or the Appeal Committee, as the case requires;

DR1.7 "allegation" includes a case investigated by the Investigating Panel pursuant to DR 10;

DR1.8 where not otherwise defined words and expressions have the meaning assigned to them in the By-laws.

DR2 **COMMITTEES AND PURPOSE**

The Trustee Board shall appoint 2 standing committees, one to investigate and, if appropriate, to present, and the other to adjudicate upon allegations of improper conduct by any member or members. In addition, the President shall, as may be required from time to time, appoint ad hoc committees to adjudicate upon appeals made by members found guilty of improper conduct. These committees shall be known as:

DR 2.1 the Investigating Panel which shall investigate allegations of improper conduct against members and, if appropriate to present those allegations to the Disciplinary Board;

DR 2.2 the Disciplinary Board which shall hear, consider and adjudicate upon allegations presented to it by the Investigating Panel.

DR 2.3 the Appeals Committees each of which shall hear, consider and adjudicate upon the appeal in respect of which it has been appointed.

DR3 **MEMBERSHIP AND TERMS OF OFFICE**

The members of the Investigating Panel and the Disciplinary Board shall hold office for such number of years as the Trustee Board shall in each case determine and may be reappointed. The Trustee Board shall review the composition of the Investigating Panel and the Disciplinary Board annually. A retiring member of either of those committees who has entered upon a task shall continue in office if not reappointed until the investigation, presentation or adjudication has been completed. Members of the Trustee Board shall not serve on any of the committees referred to in DR2, and no member of any of those committees shall serve on the Trustee Board. Former members of the Trustee Board shall not serve on any such committee which is investigating, presenting, adjudicating or hearing an appeal in respect of a case initiated while they were members of the Trustee Board.

- DR4 **POWERS** Subject to the By-laws and these Regulations each committee shall have the power to regulate its own practice and procedure.
- DR5 **CHAIRING OF COMMITTEES** The Trustee Board shall appoint a chair and vice-chair of the Investigating Panel (subject to DR7) and of the Disciplinary Board (subject to DR16). The chair of the Disciplinary Board shall be a Past President of the Institution. If the chair of a committee shall be unable to carry out the chair's functions under these Regulations, those functions shall be carried out by the vice- chair of that body. Should both the chair and vice- chair be unable to carry out the said functions, the President may appoint another member of the committee to act as chair until the chair or vice-chair is again able to carry out the said functions. Subject as aforesaid any meeting of a committee may choose its own chair. Any act done by a person so appointed shall be valid and effectual and shall not be questioned on the ground that no occasion had arisen for a person to be so appointed or for the vice-chair or other person to act in place of the chair.
- DR6 **COMMITTEE SECRETARIES** The Trustee Board shall cause one or more persons, who may be members of the Institution's staff, to be appointed to act as clerk to each of the committees referred to in DR2.

INVESTIGATING PANEL

- DR7 The Investigating Panel shall consist of nine Fellows of the Institution including the chair and vice-chair.
- DR8 Three members of the Investigating Panel shall constitute a quorum.
- DR9 The chair of the Investigating Panel shall appoint three or more members to deal with any particular allegation. All acts, proceedings and decisions of the members so appointed shall be deemed to be the acts, proceedings and decisions of the Investigating Panel.
- DR10 Any allegation of improper conduct shall in the first instance be referred to the chair of the Investigating Panel and shall then be considered by members of the Investigating Panel. The Investigating Panel may also consider the circumstances of any case where, without allegation made, they have reason to believe that a member may have been guilty of improper conduct.
- DR11 If such consideration does not disclose a prima facie case of improper conduct the Investigating Panel may dismiss the case without hearing the person making the allegation and need not inform the member against whom the allegation has been made.
- DR12 In all other cases the Investigating Panel shall send written notice to the member of the nature and particulars of the allegation and invite them to put forward their observations in writing to the Investigating Panel. The member shall at the same time be informed that they are under no obligation to make any observations to the Investigating Panel but that if they do not do so (or if the Investigating Panel does not regard any explanations of theirs as satisfactory) the matter may be referred to the Disciplinary Board, which will then give them a full opportunity of presenting their case.
- DR13 After receiving the member's observations, the Investigating Panel:
- DR13.1 if satisfied that there is no prima facie case of improper conduct or that the allegation is trivial or cannot be pursued for lack of evidence, may dismiss the case;
- DR13.2 in all other cases shall prepare a case for presentation to the Disciplinary Board.
- DR14 Within 21 days after the Investigating Panel has determined to prepare a case for the Disciplinary Board in accordance with DR 13.2 the Investigating Panel shall give written notice to the Disciplinary Board and to the member against whom the allegation is made of the allegation or allegations against them. The Investigating Panel shall place before the Disciplinary Board all such information as is available in relation to the allegation by documents or by the testimony of witnesses at least 28 days before the date of the hearing before the Disciplinary Board.

- DR15 Complainants should be informed of progress in and the outcome of the investigation of the allegation.
- DR16 The Investigating Panel shall maintain, from time to time, procedures for the conduct of investigations it undertakes.

DISCIPLINARY BOARD

- DR17 The Disciplinary Board shall consist of fifteen persons of whom:
- DR17.1 ten, including the chair and vice chair, shall be Fellows of the Institution.
 - DR17.2 one shall be a Member of the Institution,
 - DR17.3 one shall be a non corporate member of the Institution
 - DR17.4 three shall not be members of the Institution.
- DR 18 No member of the Disciplinary Board may concurrently be a member of the Investigating Panel. Nor may a member of the Disciplinary Board, who has previously served on the Investigating Panel, take part in any allegation in which they were involved during their tenure on the Investigating Panel.
- DR 19 Any allegation referred to the Disciplinary Board shall be dealt with by five or more members of the Disciplinary Board to be nominated for the purpose by the chair and including at least one member of the Disciplinary Board who is not a member of the Institution. The Disciplinary Board may appoint a practising barrister or solicitor to sit with it for the purpose of advising it as to the manner in which it should exercise its functions. The composition of the Disciplinary Board shall also comply with the provisions of any statute or rule of law in force at the time.
- DR20 The Disciplinary Board may coopt additional members to deal with a specific allegation, as required. Where an allegation relates to a member in a class other than that of Fellow, a person in the same class of membership as the person being investigated shall be coopted to the Disciplinary Board to be one of those nominated under DR18 to hear that allegation.
- DR21 The Disciplinary Board shall notify the member of the allegation(s) as soon as possible and in any event no fewer than 28 days prior to the date of the hearing before the Disciplinary Board. The member shall be supplied with a copy of the allegation(s) (and of all documents or statements provided to the Disciplinary Board in accordance with DR14) and shall be informed that they may deliver an answer to the Disciplinary Board. They shall be informed of the date of the hearing and of the procedures to be adopted by the Disciplinary Board, including the Appeals Procedure.
- DR22 On the hearing of any allegation the Investigating Panel may conduct its own case by one of its members nominated for the purpose or it may be represented by solicitor or counsel. The member against whom the allegation is made shall be given a full and fair opportunity of being heard, of calling witnesses and of cross examining any other witness testifying before the Disciplinary Board. They shall be allowed to conduct their own case or, if they prefer, to be represented.
- DR23 The Disciplinary Board shall make all reasonable efforts to deal expeditiously with any referred allegations. In any case where it appears just or expedient to either party, the Disciplinary Board may grant an extension of time for any or all activities or may adjourn any hearing from time to time.
- DR24 Decisions of the committee appointed to adjudicate on the specific allegation must be agreed by a majority equal in number to at least two thirds of its members.
- DR25 Where a member is found guilty of improper conduct, the penalty shall be determined by the Disciplinary Board in accordance with DR29. The member shall be verbally advised as soon as practicable after the Disciplinary Board has made its decision. The decision, together with

the reasons thereto for any findings of improper conduct, shall be confirmed in writing to the member by the Chief Executive, within 28 days of the date on which the Disciplinary Board makes the decision.

DR26 EXPULSION OR SUSPENSION

Where the Disciplinary Board determines that a member be expelled or suspended in accordance with DR29 [By-law 35], the expulsion or suspension shall take effect immediately from the Chief Executive's written confirmation of the penalty (so far as practicable) notwithstanding any subsequent appeal in accordance with DR30. If the member to be expelled is a EC registrant through their IMechE membership this will also be removed.

DR27 DELIVERY OF REPRIMAND OR ADMONITION Where the Disciplinary Board determines that a reprimand or admonition be given in accordance with DR29 [By-law 35], the member shall attend at a time and venue determined by the Institution, where the reprimand or admonition shall be delivered by the chair of the Disciplinary Board, in the presence of the chair of the Investigating Panel and the Chief Executive. A written copy of the reprimand or admonition shall be provided to the member.

DR28 The Disciplinary Board shall maintain, from time to time, procedures for the hearing of allegations referred to it.

DR29 If the Disciplinary Board shall find a member of any class to have been guilty of improper conduct, the committee hearing the allegation may with the agreement of at least two thirds of its members order:

DR29.1 that the member shall be permanently removed from the Register and cease to qualify for any rights and privileges of membership without any right to any refund of subscription or other fees paid in respect of periods yet to expire; or

DR29.2 that the member shall be temporarily removed from the Register for a stated period or, if longer, until such member is readmitted pursuant to By-law 20, and that during the period of removal such member be denied all the rights and privileges of membership without:

DR29.2.1 any right to any refund of subscription or other fees paid in respect of periods yet to expire; or

DR29.2.2 any liability to pay any further subscription or fees referable to that period; or

DR29.3 that the member be given a Reprimand, that is severe reproof of their conduct or behaviour without any loss of the rights and privileges of membership, but with a warning that any further finding of improper conduct may lead to the making of an order in the terms described in DR29.1 or 29.2; or

DR29.4 that the member be given an Admonition, that is warning advice on their conduct or behaviour without any loss of the rights and privileges of membership, but with a warning that any further finding of improper conduct may lead to the making of an order in the terms described in DR29.1, 29.2 or 29.3; and in any such case that the member shall pay a specified sum of money as a contribution to the costs of the proceedings, but if the member shall be found not to have been guilty of improper conduct, the committee may with the agreement of a simple majority of its members order that the whole or any part of the member's costs be paid out of the funds of the Institution.

APPEALS PROCEDURE

DR30 Any member found guilty of improper conduct shall have the right of appeal to a Committee consisting of three Fellows and a suitable independent person who is neither a member nor an employee of the Institution, all of whom shall have been nominated by the President of the Institution.

Where the appeal is against the penalty of expulsion, the three Fellows appointed to the Appeal Committee shall be Past Presidents of the Institution. The Appeal Committee may appoint a practising barrister or solicitor to sit with it for the purpose of advising it as to the manner in which it should exercise its functions.

No member of the Investigating Panel or the Disciplinary Board may concurrently be a member of the Appeal Committee. Nor may a member of the Appeal Committee, who has previously served on the Investigating Panel or the Disciplinary Board, take part in any appeal if such member was involved in the original investigation to which the appeal relates during such member's tenure on the Investigating Panel or the Disciplinary Board.

DR31 Notice of an appeal, together with the grounds for appeal, shall be given in writing to the Chief Executive within 30 days from the date of the decision being notified to the member. The President shall have power to extend the time within which notice of appeal may be given.

DR32 As soon as reasonably practicable after a notice of appeal has been received by the Chief Executive, the members will be informed of the date on which the Appeal Committee will hear the Appeal. The member shall also be informed of the procedures to be adopted by the Appeal Committee including their right to be represented at the hearing. The Appeal Committee shall have the power to consider all the evidence available to the Disciplinary Board and any new evidence and to hear witnesses.

DR33 The Appeal Committee shall have full powers:

DR33.1 to reject an appeal against a finding of improper conduct and to confirm the original penalty or to reduce it in severity, or

DR33.2 to uphold an appeal and reverse a finding of improper conduct (including the rescission of any penalty imposed).

DR 34 Decisions of the Appeal Committee must be by at least a two thirds majority of those appointed to serve.

DR 35 Where the Appeal Committee rescinds a penalty or reduces it in severity the member's records shall be amended accordingly and where applicable, any rights and privileges previously removed shall be restored as soon as practicable.

DR36 The decision of the Appeal Committee shall be final and conclusive. It shall be communicated in writing to the member by the Chief Executive, with reasons for the decision, within 28 days of the decision being reached.

DR36a In addition to the Appeal procedure listed above, where an expelled member has lost their Engineering Council registration as a result of the Disciplinary Process there is an additional right of appeal to the Engineering Council.

Such an appeal will be conducted in accordance with the procedures set out in ECUK regulations which provide for the right to an oral hearing and the right of representation. Such an appeal will however only lie on grounds of procedural unfairness or irregularity and ECUK will not adjudicate on the substance of the case.

DISCLOSURE OF RESULT

DR37 Where the Disciplinary Board finds a member guilty of improper conduct it shall (unless any order made shall state that there are special reasons why such order should not be published) publish that fact together with any penalty imposed in such manner and to such

persons including members of the Institution as the Trustee Board may deem necessary or desirable with a view to furtherance of the objects of the Institution.

DR38 If a member is found not guilty of the allegation of improper conduct, the member may require the Chief Executive to display a notice in the Institution and to notify members that the allegation has been dismissed.

DR39 A finding of the Appeal Committee shall, as a minimum, be published in the same manner and to the same persons as in the original judgement.

NOTIFICATION

DR40 Notices sent to members against whom allegations have been made shall be made in the manner required by Bylaws 87 and 88.

DR41 If a member shall satisfy the relevant body that any notice to them was in fact not delivered or was delivered later than delivery might have been expected and that in consequence they were unaware at the proper time of the proceedings being taken against them, the relevant body shall reopen the proceedings notwithstanding that they may have been concluded.

Regulations for Voting in Postal Ballots and Trustee Board Elections

Pursuant to By-Law 65

Amended by resolution of the Trustee Board on 21 March 2007

POSTAL BALLOTS

- VR1. A postal ballot shall be taken by means of postal voting papers or by comparable means of electronic communication and shall be a poll of all members who at the time of dispatch of such papers or their electronic equivalent shall be entitled to receive notice of general meetings of the Institution and to speak and vote thereat.
- VR2. The following provisions shall apply to any postal ballot taken pursuant to By-laws 45.4 or 55:
- VR2.1 The Chief Executive shall as soon as reasonably practicable after the postal ballot was directed or demanded send a voting paper or its electronic equivalent to each member entitled to participate in the ballot.
- VR2.2 The voting paper or its electronic equivalent shall show or contain:
- VR2.2.1 the motion on which the postal ballot was directed or demanded; and
- VR2.2.2 the time and date on or before which the voting paper or its electronic equivalent is to be delivered to the scrutineers (such date to be fixed by the Trustee Board and to be no sooner than ten days nor later than forty-two days after the date on which such voting paper or its electronic equivalent was sent); and
- VR2.2.3 instructions for the return of the voting paper or its electronic equivalent to the scrutineers; and
- VR2.2.4 the name and address of the scrutineers; and
- VR2.2.5 a statement that a voting paper or its electronic equivalent so marked by the voter as to be identifiable with that particular voter shall be rejected.
- VR2.3 The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.
- VR2.4 Save as aforesaid, the voting paper or its electronic equivalent shall be in such form as the Trustee Board shall determine.
- VR2.5 The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive, and such result, subject to the exercise of any second vote cast in accordance with By-law 51 shall be the result of the ballot. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them under the direction of the Chief Executive.
- VR2.6 The report of the scrutineers shall be signed by them and shall state:
- VR2.6.1 the total number of voting papers or their electronic equivalent duly received; and

VR2.6.2 the total number of such papers or their electronic equivalent (if any) rejected; and

VR2.6.3 the total number of valid votes for and against the motion.

VR3. The Trustee Board shall cause the result of the postal ballot to be published as soon as reasonably practicable after it is known and in such manner as the Trustee Board shall determine.

VOTING IN TRUSTEE BOARD ELECTIONS

VR4. The following provisions shall, pursuant to By-Law 65, apply to elections to the Trustee Board:

VR4.1 The election shall be conducted according to the principle of proportional representation by the method of the single transferable vote and in accordance with the model procedure published from time to time by the Electoral Reform Society.

VR4.2 If the candidates nominated for any category of vacancy are more in number than the vacancies in that category, the order in which their names appear on the voting paper shall be determined by lot.

VR4.3 In addition to such further information as the Trustee Board shall from time to time determine, the voting paper or its electronic equivalent shall show or contain:

VR4.3.1 the name and class of membership of the Institution of each candidate nominated for the offices of President (if applicable), President Elect, Vice-President, International Vice-President and Ordinary Member of Trustee Board; and

VR4.3.2 the number of Vice-Presidents to be elected and the number of Fellows and of Members to be elected as Ordinary Members of the Trustee Board; and

VR4.3.3 with respect to each candidate, the nature of that candidate's present professional occupation or employment, by whom the candidate is nominated, and the candidate's place of residence and age; and

VR4.3.4 a statement to the effect that, where required, the order in which the names of candidates appear has been determined by lot in accordance with Regulation for Voting 4.2; and

VR4.3.5 a statement that a voting paper or its electronic equivalent so marked by the voter as to be identifiable with that particular voter shall be rejected; and

VR4.3.6 a statement as to which, if any, candidates are unopposed and that, in accordance with the provisions of By-law 64.4, such unopposed candidates will be declared elected at the Annual Meeting; and

VR4.3.7 an instruction to the voter to record that voter's vote, using the single transferable vote, by placing the figure 1 against the name of the candidate who is that voter's first preference, the figure 2 against the name of that voter's second preference, the figure 3 against the name of that voter's third preference and so on and intimating that the voter may stop where the voter pleases or, by that voter's figures, indicate that voter's order of preference for all the candidates; and

VR4.3.8 the day on or before which the voting paper or its electronic equivalent is to be delivered to the scrutineers who shall be appointed annually by the Trustee Board; and

- VR4.3.9 instructions for the return of the voting paper or its electronic equivalent to the scrutineers; and
- VR4.3.10 the name and address of the scrutineers.
- VR4.4 The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required, nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.
- VR4.5 Save as aforesaid, the voting paper and its electronic equivalent shall be in such form as the Trustee Board shall determine.
- VR4.6 The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive and such report shall be conclusive as to the numbers of votes cast. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them when so directed by the Chief Executive.
- VR4.7 The report of the scrutineers shall be signed by them and shall state:
 - VR4.7.1 the total number of voting papers or their electronic equivalent duly received and
 - VR4.7.2 the total number of such papers or their electronic equivalent (if any) rejected and
 - VR4.7.3 the names of the successful candidates in alphabetical order.
- VR4.8 The Trustee Board may, at its discretion, send with each voting paper or its electronic equivalent the biographical details of each candidate. Such details may refer to the candidate's professional education, training and career, the candidate's Institution activities and membership of the Trustee Board or Council or any of their standing and special committees and the candidate's activities in or membership of other professional bodies.

VR5.0 ELECTION STATEMENTS

- VR5.1 A candidate is permitted to provide an election statement which shall be circulated to all Corporate Members entitled to vote in the Election in which such candidate is a candidate. An election statement shall not exceed 150 words and shall comprise not more than 100 words of factual details, together with a policy statement of not more than 50 words. The election statement shall be submitted in typewritten format to the Chief Executive.
- VR5.2 The Chief Executive shall have the right to edit any election statement, if, in the Chief Executive's opinion, the Chief Executive believes that the statement requires editing and in particular, but without limitation, the election statement shall be edited for reasons of style, because it exceeds the permitted number of words or because it contains statements of a misleading or inaccurate nature. In order to assist candidates in preparing an election statement, the Trustee Board shall provide a candidate upon request with a suggested proforma election statement.
- VR5.3 No candidate is to be required to provide any such biographical details or election statement. If a candidate declines to provide such details a note to the effect that the candidate has exercised the candidate's right to do so must be included.

Council

Constitution and Terms of Reference

1. INTRODUCTION

The Council provides guidance and advice to the Trustee Board on matters related to strategy, the Institution's membership and other relevant issues. The Council may also hold delegated authority for the implementation of specific activities or responsibilities as agreed with the Trustee Board.

While the Council has no direct line responsibility within the Institution, the composition of the Council means that it represents all facets of the Institution's membership and it is therefore incumbent on the Council to proactively and effectively promote the interests of the Institution's membership to the Trustee Board.

The Trustee Board and the Council shall act in a transparent, courteous and direct manner to the mutual benefit of the Institution.

Note that within this document, all definitions have the same meaning as those used in the By-Laws (Clause 1).

2. OBJECTIVES

The prime objectives of the Council are:

- i) To assist the Trustee Board, "... to promote the development of Mechanical Engineering ...", as defined in the Royal Charter (Clause 7).
- ii) To, "... tender advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board ...", as defined in the By-Laws (Clause 72).

3. RESPONSIBILITY

- i) The Council shall be independent of the Trustee Board but is responsible for representing the views of the Institution's membership and tendering advice to the Trustee Board.
- ii) The Council shall be responsible for the proper discharge of any delegated activities or responsibilities agreed with the Trustee Board.
- iii) No Divisions, Groups, Regions or International Regions report to the Council but their views are represented through their respective Chairs.
- iv) The Council may appoint ad-hoc sub-groups with defined Terms of Reference, for the consideration and / or implementation of specific issues, as appropriate, which shall report to the Council.

4. COMPOSITION

4.1 Structure

- i) The Council shall consist of:
 - the President
 - four most immediate Past Presidents
 - eight Divisional Chairs
 - ten Group Chairs
 - sixteen Regional Chairs

- seven International Region Chairs
 - four Young Members
 - sixteen Elected Corporate Members who are Fellows of the Institution
 - twelve Elected Corporate Members who are Members of the Institution
 - the Chair of the Equality & Diversity Steering Group
- ii) The Council and the Trustee Board will jointly agree any amendment to the composition of the Council to reflect the formation / termination of Divisions, Groups, Regions or International Regions as may occur from time-to-time, provided that the changes are not contrary to the requirements of Clauses 4.2 iii and 4.2 iv.
- iii) Notwithstanding any amendments to the representation of Divisions, Groups, Regions or International Regions the number of Elected Corporate Members shall be:
- not less than 28, and
 - greater than 35% of the total composition.
- iv) There shall be no co-opted members of the Council. Co-opted members may be invited to join ad-hoc sub-groups provided they do not constitute a majority.
- v) Any other change that affects the composition of the Council or the representation of Divisions, Groups, Regions or International Regions shall be jointly agreed by the Council and the Trustee Board.

4.2 Council Year

The Council year shall commence immediately following the Institution's Annual Meeting through to the conclusion of the following year's Annual Meeting, coincident with the Presidential year of office and the Trustee Board year.

4.3 Eligibility

- i) No member of the Trustee Board shall be a member of the Council, save the President.
- ii) A member of the Council, in whatever capacity, shall immediately cease to be a member of the Council if such member:
- Resigns by notice in writing to the Chief Executive, or
 - is elected to the Trustee Board, or
 - ceases to be Chair of a Division, Group, Region or International Region, or
 - ceases to be a member of the Institution or such member's membership is suspended, or
 - becomes employed by the Institution or by any company of which more than 75% of the issued share capital is in the beneficial ownership of the Institution or its nominees.

4.4 Chairs of Divisions, Groups, Regions and International Regions

- i) No Chair may also be an Elected Corporate Member.
- ii) Chairs shall serve on the Council for so long as they hold the office of Chair.
- iii) When necessary (e.g. through incapacity, business commitments, etc), the Chair may nominate a deputy to represent their committee at the Council.

4.5 Elected Corporate Members

- i) Elected Corporate Members shall serve on the Council for three years (as defined in Clause 4.2).
- A minimum of seven Elected Corporate Members shall retire each year, comprising at least four Fellows and three Members.
 - Those retiring shall be all Elected Corporate Members who have completed three years service since their last election.
 - The Council may occasionally adopt special election procedures as necessary to maintain the total and composition of retiring Members and Fellows.

- There shall be no limit to the number of times an Elected Corporate Member may hold office or stand for election.
- ii) The election process shall be co-ordinated with the Trustee Board elections and follow the same general principles as those described for the Trustee Board elections, as outlined in Clauses 64 - 66 of the Institution's By-laws.
 - iii) A list of nominations for Elected Corporate Members shall be presented at the same meeting as that for the Trustee Board nominations. Upon presentation of the list any Corporate Member shall be entitled to add to the list a candidate for election as Elected Corporate Member, in accordance with Clause 4.5 v.
 - iv) The Council may prepare its own nominations (that may include any or all recommendations from the Trustee Board) who shall be termed Council Nominations.
 - v) Each nomination by a Corporate Member shall be signed by the nominee and by at least two other Corporate Members as nominators. Nominators may only support one candidate each year. The nomination shall be delivered to the Chair of the meeting, together with the written consent of the nominee.
 - vi) In the event of the death, resignation, expulsion or suspension of a candidate after nomination and before the announcement of the result of the election, the election shall proceed with respect to the remaining candidates, provided always that the Council may at any time before the dispatch of voting papers to Corporate Members and Associate Members nominate another candidate who is eligible for election.
 - vii) If the number of candidates nominated for election does not exceed the number of vacancies, the person(s) so nominated shall be declared elected at the Annual Meeting.
 - viii) The timing, principles, regulations, form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the Council Elections, shall follow the same procedure as those formulated for the Trustee Board elections.
 - ix) The announcement of the results of the Council elections shall be made at the same time and according to the same procedures as those for the Trustee Board elections.
 - x) Elected Corporate Members may not nominate a deputy to act on their behalf.
 - xi) Where a vacancy occurs in the Elected Corporate Members of the Council, the position may be filled as a casual vacancy. Nominations for each vacancy shall be supported by two members of the Council and approved by the Council. The nominee shall satisfy all the criteria for Elected Corporate Members and shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy and prior to election to the office shall not count as part of an elected term of office.

5. QUORUM

A minimum of 15 members of the Council shall constitute a quorum, of whom:

- the President or the President's nominated deputy shall be present, and
- at least five attendees are Elected Corporate Members.

6. TERMS OF REFERENCE

6.1 Activities

- i) The Council shall debate any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate by the Council or requested by the Trustee Board for the purpose of providing advice and proposals to the Trustee Board.
- ii) The Council shall seek and represent the views of the Institution's membership to the Trustee Board (through the President, the Council Co-opted Representative, or other appropriate means) on any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate.

- iii) The Council shall review and contribute to the annual, medium term and long term strategic plan and agree with the Trustee Board any parts of the strategic plan for which it may have delegated authority.
- iv) The Council shall implement and discharge (in a timely, efficient and economic manner) any delegated activities or responsibilities for the strategic plan, or any other initiative(s), as agreed with the Trustee Board.
- v) The Council shall regularly review the effectiveness and suitability of its Constitution, Terms of Reference, relationship with the Trustee Board and relationship with the membership. Any changes to the Constitution and Terms of Reference shall be agreed by the Council and the Trustee Board.
- vi) Where issues involve the approval of the Institution's membership at a Special Meeting, the Council shall debate the issue in accordance with Clauses 6.1 i and 6.1 ii. The result of any vote by the Council on the proposed motion shall be notified to the Institution's membership prior to the Special Meeting.
- vii) Where an issue is considered of sufficient importance, the Council may request the Trustee Board to hold a Special Meeting.

6.2 Trustee Board Responsibilities

- i) For its part, the Trustee Board shall ensure that the Council is kept updated on any matters that have been raised by the Council or affect the Institution's membership, the strategy of the Institution, or other appropriate issues, through:
 - the dissemination of the Trustee Board meeting minutes, and
 - the attendance of the Council Co-opted Representative at the Trustee Board meetings, and
 - the attendance of the Trustee Board members and staff (as appropriate) at the Council Meetings, and
 - the application of any other appropriate means
- ii) The Trustee Board shall agree with the Council any aspects of the Strategic Plan or other initiative(s) for which the Council shall have delegated authority, including associated scope definition, schedule and budget.
- iii) The Trustee Board shall ensure that staff / specialist support is available, where required to support the activities of the Council.

6.3 Council Co-opted Representative(s)

- i) At the start of each Council year, the Council shall elect from its membership those member(s) who will act as Council Co-opted Representative(s) at the Trustee Board meetings.
- ii) The number of representatives shall be determined each year with due regard to:
 - the need to maintain continuity at the Trustee Board meetings, and
 - the equitable sharing of attendance, and
 - the opportunity for members of the Council to witness the operation of the Trustee Board
- iii) The Council Co-opted Representative(s) shall be responsible for:
 - ensuring regular attendance at the Trustee Board meetings on an agreed rotating basis, and
 - impartially presenting the views of the Council at the Trustee Board meetings, and
 - providing feedback to the Council on any issue(s) raised at the Trustee Board meetings that are relevant to the Council's remit.

6.4 Council Co-ordination Committee

- i) At the start of each Council year, the Council shall elect a Co-ordination Committee to organise the business of the Council and act as a liaison between the Council and the President. The composition of the Co-ordination Committee shall comprise:

- At least three persons who are preferably Elected Corporate Members (and therefore likely to have less Institution commitments than Chairs of Divisions, Groups, Regions and International Regions), plus
 - the staff Council Officer
- ii) The Co-ordination Committee will typically be responsible for the administration of:
- proposing nominations for Council Co-opted Representatives
 - proposing the formation / termination of ad-hoc sub-groups
 - proposing nominations for Elected Corporate Members and casual vacancies
 - proposing nominations for the following year's Co-ordination Committee
 - agreeing the agenda and business of the Council meetings
 - preparing and distributing minutes of meeting
 - any other matters related to the routine operation of the Council

The Co-ordination Committee shall have no executive authority and any member of the Council shall be free to propose nominations, etc. All nominations, etc, whether proposed individually or by the Co-ordination Committee shall be agreed by the Council.

6.5 Members of the Council Responsibilities

- i) All members of the Council have the responsibility to:
- regularly attend the Council meetings, and
 - seek and consider the views of the Institution's membership, and
 - act impartially and honestly, and
 - take an active involvement in the Institution's standing Boards and Panels.
- ii) Members of the Council act on their own account, however where appropriate:
- Elected Corporate Members are expected to consider and take cognisance of the views of the Institution's membership (through active engagement with business colleagues, attendance at Regional / International events, personal networking, etc), while
 - Chairs are expected to consider and take cognisance of the views of their Division, Group, Region or International Region.
- iii) A member of the Council who, in the opinion of the Council, persistently fails to satisfy such member's responsibilities and, after appropriate review, may be requested to resign such member's position.

7. MEETINGS

- i) The Council shall normally meet two to three times per year:
- One meeting shall be held on the date of the Annual Meeting of the Institution
 - Other meetings shall be held on agreed dates or as business may dictate.
 - Where dictated by specific needs or issues, the Council may organise additional meeting(s) as required.
- ii) Sub-groups shall meet as required to satisfy their remit.
- iii) The Council and any sub-groups shall invite the Trustee Board members and / or Institution staff to attend meetings as appropriate, to provide informed advice and assistance.
- iv) The Council and any sub-groups should endeavour to use informal discussion groups, virtual meetings and other electronic media (e.g. tele-conferencing, web-conferencing, etc) where possible. The Council should aim to hold at least one virtual meeting per year.
- v) Where necessary, a motion shall be put to the vote of the Council, according to the following principles:
- each member of the Council shall have a single vote that shall be cast in person (i.e. there shall be no proxy or postal voting, except as noted hereunder), and

- any motion that is put to a vote shall be carried by a simple majority, and
 - in the event of a hung decision the President shall have the casting vote
 - the Council may choose to adopt proxy or postal voting in the event that a meeting is held at short notice or is of significant strategic importance. The details of such a vote shall be agreed prior to the meeting provided that the foregoing principles are satisfied
- vi) Minutes and / or Action Lists shall be prepared in a timely manner following each Council or sub-group meeting and issued to all participants and other appropriate parties. Minutes shall be reviewed and agreed at the next meeting.
- vii) All meetings of the Council or any sub-groups shall be conducted in accordance with good practice and the principles of Robert’s Rules of Order, including:
- transparent and open debate, and
 - free and courteous contribution by all members of the Council and invited attendees, and
 - respect for the opinion of others, and
 - observance for the confidentiality of any issues of a sensitive nature, and
 - recognition of the Institution’s Code of Conduct Regulation

8. AUTHORITY

- Approved by the Trustee Board: 18th February 2009
- Approved by the Council: 20th April 2009

9. CHANGE HISTORY

Revision	Date	Status
Draft	Jan 2009	For approval by the Trustee Board & the Council
Final	Apr 2009	Issued for distribution
	Jul 2009	Amended to include International Fora
	2010	Amended to replace International Fora with International Regions
	May 2013	Addition to the composition of the Chair of the Equality & Diversity Steering Group

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