

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