

PROPOSED MODIFICATIONS TO THE BY-LAWS

For Ballot from 14 April 2021 – 24 May 2021

EXPLANATORY NOTES

Dear Members:

All Corporate Members and Associate Members are being asked to vote on proposed modifications to the Institution's By-laws. The purpose of this document is to explain each of the proposed modifications to the By-laws, which are set out in the following table as:

- Current By-law number and wording.
- Explanatory Notes column showing the details of and rationale for the proposed (s). Note – this column sometimes makes use of alternative terms (clause and sub-clause) to assist Members in identifying the proposed changes being described. Regardless of the term used, all described changes refer to modifications to By-laws.
- Wording of Proposed Changed By-law.

Due to the number of proposed modifications under consideration, the By-law changes are grouped into five categories shown below. Each proposed modification is allocated to one of these five categories based on the rationale for the proposed change. In this ballot Members are invited to register a vote for each change category; for modifications to:

- Trustee Board structure and role improvement [category Governance Review].
- Make electronic engagement as equivalent to postal or physical engagement [Electronic Communication].
- Enable adherence to the UK General Data Protection Regulations [UK GDPR].
- Enable adherence to Continuing Professional Development requirements [Mandatory CPD].
- Other detailed changes, including the renumbering of By-laws where relevant, to improve overall clarity [Other].

If the Trustee Board structure and role improvement [Governance Review] modifications are approved then they call for the creation of Trustee Board Regulations. The By-Laws make it clear these Regulations remain under the direct control of the voting membership. An initial draft version of the Trustee Board Regulations has been produced and can be viewed via webpage <https://www.imeche.org/about-us/imeche-governance>.

Please note:

- Some proposed changes to the By-laws are dependent upon a successful 'For' vote for the proposed changes to the Royal Charter.
- If the proposed set of modifications to the By-laws are approved by members, this will have the effect of changing the numbering of By-laws including for By-laws with no proposed changes to their wording. To assist you with tracking these changes, a separate table is included at the end of this document showing the current numbering of By-laws and their renumbering.

A webpage on the Institution's website (<https://www.imeche.org/about-us/imeche-governance>) includes explanatory and reference documents to assist Members participating in this ballot, including:

- Explanatory Notes – Proposed Modifications to the Royal Charter.
- Complete set of current Royal Charter Articles.
- Explanatory Notes – Proposed Modifications to the By-laws.
- Complete set of current By-laws.
- Trustee Board Regulations.

Members wishing to receive hard copies of the documents should make a request to Joan Gibbins via email trusteeoffice@imeche.org or telephone +44 (0)202 7973 1311. Members should also forward to Joan any questions regarding this ballot.

Voting in this ballot is being managed by Independent Scrutineers, Civica (formerly known as the Electoral Reform Society).

The deadline for receipt of postal / electronic ballots is 12:00 hrs BST on Monday 24 May 2021. The ballot results as reported by the Independent Scrutineers will be published first on the Institution's website on Wednesday 26 May 2021 and thereafter communicated to members via the range of corporate channels.

With kind regards,

Dr Colin Brown CEng FIMechE
Interim Chief Executive
Institution of Mechanical Engineers

14 April 2021

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause after current clause 1.9. The wording of this new clause is shown in the right-hand column (→) Change Category: OTHER Change Rationale: To clarify what is meant by the term "Corporate Member" throughout the By-laws.	"Corporate Member" means the class of member who has achieved registration with an external licencing body and is thereby eligible to vote on Institution motions, including those categories of member described in By-Law 2.1. Corporate Members may also stand for election to Institution Boards whilst they remain "professionally active";
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause to follow the proposed clause detailed above. The wording of this new clause shown in the right-hand column (→) Change Category: OTHER Change Rationale: To clarify what is meant by the term "Non-Corporate Member" throughout the By-laws.	"Non-Corporate Member" means the class of member who has not achieved registration with an external licencing body, who is not allowed to stand for election to Trustee Board and Council and, with the exception of Associate Member, is also not allowed to vote on Institution motions, including those categories of member described in By-Law 2.2;
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;	Operative Change: SUSTITUTE "means the postal address and / or the electronic address" for 'means the address'. Category Change: ELECTRONIC COMMUNICATION Change Rationale: To equate electronic communication with postal communication.	"Recorded Address" means the postal address and / or the electronic address of a member for receipt of communications as notified from time to time to the Chief Executive and recorded in the Register;
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;	Operative Change: DELETE "postal". Change Category: ELECTRONIC COMMUNICATION	"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;

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		Change Rationale: Removing 'postal' to allow the ballot to be equally physical or virtual.	
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause after current clause 1.14. The wording of this new clause is shown in the right-hand column (→). Change Category: OTHER Change Rationale: To clarify for inclusivity purposes the proxy vote can either be pre-determined or cast at the discretion of the proxy.	"proxy" means a Corporate or Associate Member acting under the written authority from another Corporate or Associate Member to represent and cast the vote of that Corporate or Associate Member at a general meeting of the Institution or otherwise, such authority to be provided in accordance with By-Laws 51 to 54, recognising that a proxy may be directed either to cast a pre-determined vote or to cast the vote at their own discretion;
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause to follow the proposed clause detailed above. The wording of this (second) new clause shown in the right-hand column (→). Change Category: ELECTRONIC COMMUNICATION Change Rationale: To provide clarification for the usage of 'electronic platform' throughout the By-laws.	"electronic platform" includes but is not limited to, website addresses, virtual conferencing facilities and conference call systems;
-	<i>[Note – this change refers to a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause to follow the clause detailed above. The wording of this new clause is shown in the right-hand column (→). Change Category: ELECTRONIC COMMUNICATION Change Rationale: To provide clarification for the usage of 'present' at meetings throughout the By-laws.	"present" means, in the context of the general meetings and meetings of the Trustee Board, present physically or by electronic means (via the electronic platforms stated in the notice of the meeting);

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-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 1.]</i>	Operative Change: INSERT new clause to follow the clause detailed above. The wording of this new clause is shown in the right-hand column (→). Change Category: GOVERNANCE REVIEW Change Rationale: To provide clarification for the regulation of the Trustee Board. See the initial draft version of the Regulations via this landing page.	“Trustee Board Regulations” means the regulations established by the Trustee Board and authorised by a resolution at a general meeting of the Institution pursuant to By-Law 56;
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;	Operative Change: DELETE clause. Change Category: OTHER Change Rationale: Delete this definition as it is never referred to elsewhere in the By-laws.	<i>[Intentionally left blank]</i>
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.	Operative Change: INSERT “and keep up to date in line with the prevailing data protection law” after ‘shall maintain’. INSERT “their own entry in that” after ‘to inspect’. DELETE “during business hours.” Change Category: UK GDPR Change Rationale: For compliance with UK GDPR in protecting the personal information of others on the Register. As it is an electronic Register, there is no relevance to including ‘during business hours’.	REGISTER The Institution shall maintain and keep up to date in line with the prevailing data protection law 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 their own entry in that Register.

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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.	Operative Change: DELETE "that held pursuant to By-law 3.1". INSERT "their class of membership and registration status" before 'shall be disclosed'. SUBSTITUTE "authorised" for 'authorized'. INSERT "under confidentiality" before 'for that purpose'. Change Category: UK GDPR Change Rationale: Restricting public access to presence or absence of membership and its grade.	ACCESS TO DATA No information relating to any member and held by the Institution, except their class of membership and registration status, shall be disclosed to any person without that member's consent, except that the Chief Executive or a member of staff authorised by the Chief Executive for the purpose of communicating to members in the course of the business or affairs of the Institution may disclose under confidentiality for that purpose the Recorded Addresses of members.
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.	Operative Change: DELETE "over the age of 16 years". Change Category: OTHER Change Rationale: Removing the unnecessary restriction that all Affiliates need to be of a minimum age.	AFFILIATES Every candidate eligible for election or transfer to the class of Affiliate shall be a person who, in the opinion of the Trustee Board, is engaged or interested in mechanical engineering or in matters connected therewith.
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered clause within By-law 11.]</i>	Operative Change: INSERT new clause after current clause 11.3. The wording of this new clause is shown in the right-hand column (→). Change Category: MANDATORY CPD Change Rationale: Clarification that those eligible to stand for office must be undertaking their own CPD.	A Corporate Member who is undertaking, recording and reporting continuing professional development is deemed to be 'professionally active'.
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:	Operative Change: DELETE "14.1.1" and move wording to current clause 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 the educational and training

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14.1.1	the educational and training requirements to be satisfied by candidates for election or transfer to any class of membership	DELETE "14.1.2 the ongoing requirement ... appropriate competencies". INSERT "as the Qualifications and Training" before third instance of 'regulations'. DELETE "The Qualifications and Training Regulations ... made by the Trustee Board;" Change Category: MANDATORY CPD Change Rationale: Moving sub-clause 14.1.2 to By-law 31 for CPD requirements and sanctions. Also removing the now out of date reference to pre-2002.	requirements to be satisfied by candidates for election or transfer to any class of membership and shall publish such as the Qualifications and Training Regulations.
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;		
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.	Operative Change: DELETE By-law. Change Category: UK GDPR Change Rationale: The process for assessing membership is by Professional Review and is adequately covered by By-Laws 16 and 18. There is no public listing.	<i>[Intentionally left blank]</i>
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.	Operative Change: DELETE "After the lapse ... candidate or applicant," SUBSTITUTE "The" for fifth instance of 'the'. Change Category: UK GDPR Change Rationale: To clarify that there is no longer a public list of candidates.	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.

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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.	Operative Change: DELETE "the application fee (if any) and". Change Category: OTHER Change Rationale: To clarify the application fee has been paid at this point.	In the case of election the Chief Executive shall inform the candidate of 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.	Operative Change: DELETE "application fee and". Change Category: OTHER Change Rationale: To clarify the application fee has been paid at this point.	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 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.
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered By-law.]</i>	Operative Change: INSERT new By-law after current By-law 21. The wording of this new By-law is shown in the right-hand column (→). Change Category: OTHER Change Rationale: To clarify that a Corporate Member can relinquish their registration with a licencing body without losing their Corporate Member status.	DEREGISTERED A Corporate Member may elect to cease their registration with a licencing body at any time after registration has been achieved by writing to the Chief Executive to declare their permanent lack of professional activity whilst still wishing to retain their membership of the Institution. In doing so they would retain their Corporate Membership, but would relinquish the right to use the licencing body post-nominals.
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.	Operative Change: DELETE "postal". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing "postal" to allow a ballot to be equally physical or virtual.	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 ballot.

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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.	Operative Change: DELETE clause. Change Category: OTHER Change Rationale: Removing this clause to reflect the reality that we place people on the Register ahead of them paying their subscription.	<i>[Intentionally left blank]</i>
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.	Operative Change: INSERT "taking account of the time of year at which the transfer occurs." after second instance of 'transferred'. DELETE "Transfers shall not ... until payment has been made." Change Category: OTHER Change Rationale: To reflect current practice that we place people on the Register ahead of them paying their subscription.	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, taking account of the time of year at which the transfer occurs.
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.	Operative Change: INSERT "from time to time" after 'prescribe'. Change Category: OTHER Change Rationale: To allow for flexibility of lapsing from non-payment.	If any sum payable under this By-law shall not be paid within such period as the Trustee Board may prescribe from time to time the election or transfer shall lapse.
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	Operative Change: DELETE "No member whose subscription ... publication of the Institution." Change Category: OTHER	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

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	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.	Change Rationale: There is no need to be this specific in the By-Laws. We actually find that typically five months (i.e. to the end of May for annual subscriptions) has a more practical cut-off to avoid the Easter recess.	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.
31	All members shall take reasonable steps to maintain appropriate professional competencies.	Operative Change: INSERT "professionally active" before 'members'. INSERT "by undertaking, recording ... appropriate regulations." Change Category: MANDATORY CPD Change Rationale: The definition of 'suitable' is important to reflect the very broad range of activity that will qualify. The Continuing Professional Development Assessment Committee of the Qualifications and Membership Board will provide wording to update the appropriate Regulations with the intention to reference a new appendix setting out any sanctions and when they may be applied.	All professionally active members shall take reasonable steps to maintain appropriate professional competencies. by undertaking, recording and providing evidence of, suitable Continuing Professional Development activities. Failure to do so may result in sanctions under the appropriate 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).	Operative Change: INSERT "and inform members" after 'publish directions'. Change Category: OTHER Change Rationale: To clarify the obligation on awareness as much as existence.	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 and inform members as to conduct which is to be regarded as proper or improper (as the case may be).

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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.	Operative Change: DELETE "in the month of May". INSERT "but normally in the month of May" after 'the Trustee Board shall determine.' Change Category: OTHER Change Rationale: To clarify that if it is impossible to hold a meeting in May for some unforeseen reason (as in 2020), it will not be a breach of the By-laws.	ANNUAL MEETINGS Annual Meetings shall be held at such places and such times of each year as the Trustee Board shall determine but normally in the month of May. 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.
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.	Operative Change: INSERT "The document will also record how all other routes to resolve the issue of the motion(s) have been exhausted ." as a final sentence. Change Category: OTHER Change Rationale: Clarification that a Special Meeting Requisition is a last resort, not a first option.	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. The document will also record how all other routes to resolve the issue of the motion(s) have been exhausted .
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered By-law.]</i>	Operative Change: INSERT new By-law after current By-law 40. The wording of this new By-law is shown in the right-hand column (→). Change Category: ELECTRONIC COMMUNICATION Change Rationale: To clarify that Virtual Meetings will be regulated to ensure parity of those present electronically with those present physically.	General meetings shall be hosted in a manner which allows members who are entitled to attend to do so either physically in person or by electronic means, (via the electronic platform(s) stated in the notice calling such meeting). Those members present and attending by electronic means shall be counted in the quorum for, and entitled to vote at, the general meeting in question in addition to those members present and attending the physical location. The meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending the general meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these By-Laws shall prevent a general meeting being held both physically and electronically at the same time. In connection with the participation of members at general meetings by electronic means, the Trustee Board may make any arrangement and impose any requirement or

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			restriction that is necessary to ensure the identification of those taking part and the security of the electronic platform or other relevant electronic communications (including any electronic voting application, system or facilities) that is proportionate to those objectives.
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.	Operative Change: INSERT ", details of any electronic platform for the meeting" after 'the day and the hour of the meeting'. Change Category: ELECTRONIC COMMUNICATION Change Rationale: A commitment that the notice of the meeting will include the detail if it is to allow virtual attendance.	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, details of any electronic platform for the meeting, and in the case of Special Meetings the specific nature of the business proposed to be transacted thereat.
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.	Operative Change: INSERT "(whether physically or by electronic means)" after 'at least thirty are present in person'. INSERT "(whether physically or by electronic means)" after 'in person or by proxy'. INSERT "whether physically or by electronic means" before 'shall be a quorum at an Ordinary Meeting.' Change Category: ELECTRONIC COMMUNICATION Change Rationale: Clarifying that 'in person' means able to take part in real time i.e. speak and vote as well as hear.	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 (whether physically or by electronic means) and the remainder are present in person or by proxy (whether physically or by electronic means), shall be a quorum at an Annual Meeting or a Special Meeting. Five members entitled to attend the meeting and present in person whether physically or by electronic means 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	Operative Change: SUBSTITUTE new By-law wording shown in right-hand column (→) for current By-law wording. Change Category: GOVERNANCE REVIEW	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 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

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
	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.	Change Rationale: To allow for changes in the sub-structure of the Trustee Board without having to change the hierarchy of responsibility of chairing the General Meetings.	President may in any case appoint a deputy to act in the place of the President
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:	Operative Change: DELETE "poll or a postal" before 'ballot'. Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual.	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 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	Operative Change: INSERT "A show of hands shall count ... as the Chair shall think fit." Change Category: ELECTRONIC COMMUNICATION Change Rationale: Making it clear that all taking part have a 'Raise your Hand' function.	BY A SHOW OF HANDS A show of hands shall count the votes of those members present physically, by electronic means, and by proxy. The Chair may appoint scrutineers (who need not be members) for the purpose of declaring the result of a show of hands, including any proxy votes held by those present, or may direct the result to be announced in such other manner as the Chair shall think fit.
45.2	45.2 BY A DIVISION OF MEMBERS PRESENT	Operative Change: DELETE clause. Change Category: ELECTRONIC COMMUNICATION Change Rationale: No longer relevant with digital voting.	<i>[Intentionally left blank]</i>
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	Operative Change: DELETE clause. Change Category: ELECTRONIC COMMUNICATION	<i>[Intentionally left blank]</i>

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
	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	Change Rationale: This is no longer relevant with live voting.	
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.	Operative Change: DELETE "postal". DELETE "or division" after 'show of hands'. INSERT "which may include voting by a combination of either physical or electronic means in any proportion." after 'pursuant to By-law 65.' Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' allows a ballot to be equally physical or virtual. Removing 'division' because it is no longer relevant. The insertion reflects the reason for the new Corporate Member definition.	BY BALLOT A ballot shall be held if either before or on the declaration of the result of the show of hands 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 which may include voting by a combination of either physical or electronic means in any proportion.
46	Except on a poll, votes may only be cast in person.	Operative Change: DELETE By-law. Change Category: ELECTRONIC COMMUNICATION Change Rationale: There is no longer a category of 'poll'. Voting will be by a show of hands supported by proxies.	<i>[Intentionally left blank]</i>
-	<i>[Note – this change refers to the insertion of a new and, as yet, unnumbered By-law.]</i>	Operative Change: INSERT new By-law, the wording of which is shown in the right-hand column →	Votes may only be cast at general meetings by all members who are present (including by proxy) and entitled to do so.

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No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
		Change Category: ELECTRONIC COMMUNICATION Change Rationale: To clarify voting at general meetings is by members entitled to do so, who are 'present' (either physically or virtually) including by proxy.	
48	No postal ballot shall be directed or demanded on the election of a Chair or on a question of adjournment.	Operative Change: DELETE "postal". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual.	No 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.	Operative Change: DELETE "postal". DELETE "or a division or a poll". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual. Removing 'division' and 'poll' as they are no longer relevant.	Unless a ballot be directed or demanded, a declaration by the Chair that a motion has on a show of hands 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.	Operative Change: DELETE "or on a division". DELETE "or a division". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing references to 'division' as they are no longer relevant.	If when a bare majority is required there is an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting at which the show of hands 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.

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
53 (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	Operative Change: DELETE last instance of "or". Change Category: OTHER Change Rationale: Grammatical change to account for the deletion of clauses 53(c) and 53(d) shown below.	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;
53 (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;	Operative Change: DELETE clause. Change Category: ELECTRONIC COMMUNICATION Change Rationale: The options for voting are now covered fully by either a show of hands or by a ballot, so a poll is no longer relevant.	<i>[Intentionally left blank]</i>
53 (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.	Operative Change: DELETE clause. Change Category: ELECTRONIC COMMUNICATION Change Rationale: The options for voting are now covered fully by either a show of hands or by a ballot, so a poll is no longer relevant.	<i>[Intentionally left blank]</i>
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	Operative Change: DELETE both instances of "poll or postal". DELETE "or the poll is demanded ... appointed for taking the poll."	A vote given or ballot demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a 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

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No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
	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.	Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'poll' as it is no longer relevant (voting options are covered fully by either a show of hands or by a ballot). Removing 'postal' to allow a ballot to be equally physical or virtual. If a poll is no longer a voting option then any reference to its timing does not need to be specified.	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.
-	POSTAL BALLOTS NOT DIRECTED OR DEMANDED AT A MEETING OF THE INSTITUTION	Operative Change: DELETE "postal" from unnumbered heading to By-law 55. Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual.	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.	Operative Change: SUBSTITUTE "Trustee Board" for both instances of 'President'. DELETE "postal". Change Category: GOVERNANCE REVIEW Change Rationale: To confer this power to a group of people, not just to an individual.	If the Trustee Board 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 ballot, the Trustee Board 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.
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;	Operative Change: SUBSTITUTE new By-law wording shown in the right-hand column (→) for current By-law wording. Change Category: GOVERNANCE REVIEW	The Trustee Board shall consist of a minimum of eight and a maximum of fifteen professionally active Corporate Members elected by the membership in accordance with these By-Laws and with the Trustee Board Regulations from time to time in place. 56.1 In accordance with Clause 9 of the Charter, one of the Trustees shall be elected as President, whose term in office, and provisions including in relation to their role and appointment, shall be set out in the Trustee Board Regulations.

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
	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.	Change Rationale: Simplification to allow for possible future changes in the structure of Trustee Board not needing to require future By-Law changes. Addition of a specific professional behaviour requirement and clarification that co-optees are full Trustees but are limited in number and have limited power in deciding resolutions (elected Trustees represent a two-thirds majority for both). Fuller details can be seen in the initial draft version of the Trustee Board Regulations via this landing page.	56.2 The Trustee Board Regulations shall be drawn up by the Trustee Board, and its publication and any amendment to it shall be subject to the agreement of the members by resolution at a General Meeting of the Institution. 56.3 The Trustee Board Regulations may establish (without limitation); 56.3.1 Any specific roles that shall be allocated amongst the Trustees and the responsibilities that might apply to them; 56.3.2 The terms of office and the manner by which Trustees shall be nominated for appointment or election, appointed, elected, re-appointed or re-elected, including in relation to any specific roles to held amongst the Trustees further to 56.3.1; 56.3.3 The circumstances in which Trustees may cease to be members of the Trustee Board; 56.3.4 The expected standards and any code of conduct that will apply to members of the Trustee Board, including by reference to best practice and the guidance of the Charity Commission (and any other relevant regulator); Provided that nothing in the Trustee Board Regulations shall be inconsistent with, or shall affect or repeal anything contained in the Charter and By-Laws. 56.4 The elected Trustees will also be able to co-opt further non-elected but fully voting Trustees, with a tenure that lasts until the next Annual Meeting, to bring specific specialist expertise where needed so long as the elected Trustees still retain a two-thirds majority of the entire Trustee Board and a two-thirds majority in those taking part in deciding any resolution.
58.1	In relation to any elected period of office, a year is the period between two consecutive Annual Meetings;	Operative Change: SUSTITUTE "months of May" for 'Annual Meetings'. Change Category: GOVERNANCE REVIEW Change Rationale: To clarify that sitting elected members cannot extend their period in office by simply postponing the Annual Meeting	In relation to any elected period of office, a year is the period between two consecutive months of May;

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No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
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.	Operative Change: DELETE clause. Change Category: OTHER Change Rationale: Removing an unnecessary duplication and poorly worded clause.	<i>[Intentionally left blank]</i>
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.	Operative Change: INSERT "with the status and voting rights equivalent to those of a non-elected Trustee." after 'Annual Meeting'. Change Category: GOVERNANCE REVIEW Change Rationale: To clarify that all casual appointments can vote but they do use up part of the quota of non-elected posts restricted By-law 56.	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 with the status and voting rights equivalent to those of a non-elected Trustee. 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 60.1	THE PRESIDENT 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.	Operative Change: DELETE By-law. Change Category: GOVERNANCE REVIEW Change Rationale: Move to new Trustee Board Regulations and update with Senior Deputy President not President-Elect. See the initial draft version of the Trustee Board Regulations via this landing page .	<i>[Intentionally left blank]</i>

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No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
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	Operative Change: DELETE By-law.	<i>[Intentionally left blank]</i>
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.	Change Category: GOVERNANCE REVIEW Change Rationale: Move to Trustee Board Regulations and update to Deputy Presidents in the text. See the initial draft version of the Trustee Board Regulations via this landing page .	
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;		

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No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
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	Operative Change: DELETE By-law.	<i>[Intentionally left blank]</i>
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).	Change Category: GOVERNANCE REVIEW	
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.	Change Rationale: Move to Trustee Board Regulations and update as appropriate with fair representation of the membership. See the initial draft version of the Trustee Board Regulations via this landing page .	
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.	Operative Change: DELETE By-law.	<i>[Intentionally left blank]</i>
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.	Change Category: GOVERNANCE REVIEW Change Rationale: Move to Trustee Board Regulations and update to reflect skills and knowledge	

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No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
63.2	Neither a retiring President nor a Past President shall be eligible for election as an ordinary member of Trustee Board.	requirements. See the initial draft version of the Trustee Board Regulations via this landing page .	
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	Operative Change: SUBSTITUTE "Election of Trustees" for wording in unnumbered heading to By-law 64. Change Category: GOVERNANCE REVIEW Change Rationale: Simplification for future changes in the structure of Trustee Board to not require By-Law changes.	ELECTION OF TRUSTEES
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.	Operative Change: Substitute current wording with new wording shown in right-hand column (→). Change Category: GOVERNANCE REVIEW Change Rationale: Simplification for future small changes in the sub-structure of the Trustee Board to not require By-law changes.	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 professionally active Corporate Members for election, prepared by a Nominations Committee under Terms of Reference which ensure its independence from the Trustee Board. The list would be under the full control of the Nominations Committee having received comments, if any, from others including the 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 professionally active Corporate Member shall be entitled to add to the list a candidate or candidates for election 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.	Operative Change: SUBSTITUTE new clause wording shown in right-hand column (→) for current clause wording. Change Category: GOVERNANCE REVIEW Change Rationale: It was agreed at the Trustee Board of 29 October 2020 that Trustees should not be involved in these Nominations.	NOMINATION COMMITTEE NOMINATIONS Professionally active Corporate Members nominated by the Nomination Committee shall be termed "Nomination Committee Nominations".

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
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.	Operative Change: SUBSTITUTE "of a professionally active" for the first instance of 'by a'. Change Category: OTHER Change Rationale: To reflect that only professionally active members can stand for office.	CORPORATE MEMBER NOMINATIONS Each nomination of a professionally active 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.	Operative Change: INSERT "instruct the Nomination Committee to" before 'nominate another candidate'. Change Category: GOVERNANCE REVIEW Change Rationale: To add clarity that the Ballot paper will have 'Nomination Committee nominations, not 'Trustee Board nominations.	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 instruct the Nomination Committee to nominate another candidate eligible for election to the office for which the original candidate was nominated.
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.	Operative Change: DELETE all instances of "postal". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual.	REGULATIONS FOR VOTING IN BALLOTS AND TRUSTEE BOARD ELECTIONS The Trustee Board shall formulate and publish regulations for voting in 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 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.	Operative Change: DELETE all instances of "postal". Change Category: ELECTRONIC COMMUNICATION	BALLOTS Scrutineers for Ballots shall be appointed by the Chief Executive and shall have no interest in the motion or result.

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
		Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual. Operative Change: DELETE "Postal Ballots may ... Divisional Boards." Change Category: OTHER Change Rationale: To clarify that ballots as described here (of all members) are not used for Regional or Divisional elections.	
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.	Operative Change: DELETE "and shall be conducted ... Electoral Reform Society." Change Category: OTHER Change Rationale: Removing the unnecessary restriction on the precise voting method to be used.	TRUSTEE BOARD ELECTIONS Trustee Board elections shall be held as soon as is reasonably practicable after the meeting at which nominations are presented.
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.	Operative Change: DELETE all instances of "postal". Change Category: ELECTRONIC COMMUNICATION Change Rationale: Removing 'postal' to allow a ballot to be equally physical or virtual.	BALLOTS The Trustee Board shall cause the result of any 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.
67.6	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	Operative Change: INSERT "or contracted for remuneration or benefit in kind in any way" after 'employed'. Change Category: GOVERNANCE REVIEW	is or becomes employed or contracted for remuneration or benefit in kind in any way 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

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
		Change Rationale: To expand on By-Law 57 as to the meaning of 'without remuneration'	
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.	Operative Change: SUBSTITUTE "board or committee" for all instances of 'board and committee'. Change Category: OTHER	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 or committee and every such board or 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.	Change Rationale: Correcting the English from 'and' to 'or' throughout.	70.1 The resolution making any such delegation shall specify those who shall or may be asked to serve on such board or 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.	Operative Change for clause 70.2: SUBSTITUTE "The President may attend each such board or committee." for 'The President shall be a member of each such board and committee ex-officio.' Change Category for clause 70.2: GOVERNANCE REVIEW	70.2 The composition of any such board or 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 may attend each such board and committee.
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.	Change Rationale for clause 70.2: To clarify the President will not be a full member with voting rights as might be implied by 'ex-officio'.	70.3 The deliberations of any such board or committee shall be reported regularly to the Trustee Board and any resolution passed or any decision taken by any such board or 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.		70.4 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.		70.5 The Trustee Board may make and vary such regulations and impose such terms and conditions and give such mandates to any such board or 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.		70.6 The meetings and proceedings of any board or 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.

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANATORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law	Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	By-laws may need to be renumbered to take account of deletions..
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.	Operative Change: SUBSTITUTE "be posted on the Institution's website and a link sent electronically" for 'be sent'. Change Category: OTHER Change Rationale: Clarification that Institution accounts are available on the website.	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 posted on the Institution's website and a link sent electronically 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.
73.5.1	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:	Operative Change: DELETE "by writing". Change Category: OTHER Change Rationale: Remove unnecessary words.	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:
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.	Operative Change: SUBSTITUTE "Honorary Officer" for all instances of 'Honorary Officers'. DELETE ", President Elect, Vice-Presidents, International Vice-President and Honorary Treasurer". INSERT "the Trustee Board Regulations," after 'By-laws'. SUBSTITUTE "another Trustee" for 'the President Elect or if such person is unable, the senior of the Vice-Presidents and International Vice-President,'. Change Category: GOVERNANCE REVIEW Change Rationale: Simplification for possible future changes in the structure of Trustee Board to not require By-Law changes.	HONORARY OFFICER The President shall be the only Honorary Officer 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, the Trustee Board Regulations, 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, another Trustee 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.

THESE TWO COLUMNS REFER TO THE CURRENT BY-LAWS.		EXPLANTORY NOTES Details of and Rationale for Proposed Change to By-law (or clause/sub-clause)	THIS COLUMN SHOWS THE PROPOSED CHANGED BY-LAW.
No.	Current Wording of By-Law		By-laws may need to be renumbered to take account of deletions..
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.	Operative Change: SUBSTITUTE "a Chair, Finance Board" for 'an Honorary Treasurer'. SUBSTITUTE "duties of the Chair, Finance Board" for 'Honorary Treasurer's duties'. Change Category: GOVERNANCE REVIEW Change Rationale: The Review recommended abolishing this title as it is seen as a 'badge' rather than a serious role, and to replace it with Chair, Finance Board.	There shall be a Chair, Finance Board who shall be appointed by and shall hold office at the pleasure of the Trustee Board. The Trustee Board shall set the duties of the Chair, Finance Board.
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.	Operative Change: SUBSTITUTE "Chartered Governance Institute" for 'Institute of Chartered Secretaries and Administrators'. Category Change: OTHER Change Rationale: Reflecting the organisation's name change.	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 Chartered Governance Institute for the time being in force) that a notice or other document was sent by electronic mail shall be conclusive evidence of such sending.

CHANGES TO THE NUMBERING OF BY-LAWS

To take account of renumbering required to reflect deleting current or inserting new By-laws.

Current No.	Changed No.
1.	1.
1.1	1.1
1.2	1.2
1.3	1.3
1.4	1.4
1.5	1.5
1.6	1.6
1.7	1.7
1.8	1.8
1.9	1.9
-	1.10
-	1.11
1.10	1.12
1.11	1.13
1.12	1.14
1.13	1.15
1.13.1	1.15.1
1.13.2	1.15.2
1.14	1.16
-	1.17
-	1.18
-	1.19
-	1.20
1.15	1.21
1.16	1.22
1.17	1.23
1.18	1.24
1.19	-
1.20	1.25
1.21	1.26
2.	2.
2.1	2.1
2.1.1	2.1.1
2.1.2	2.1.2
2.1.3	2.1.3
2.2	2.2
2.2.1	2.2.1
2.2.2	2.2.2
2.2.3	2.2.3
2.2.4	2.2.4
3.	3.
3.1	3.1
3.2	3.2
4.	4.
5.	5.
5.1	5.1
5.2	5.2
6.	6.
6.1	6.1
6.2	6.2
6.3	6.3
7.	7.
8.	8.
8.1	8.1
8.2	8.2
9.	9.
9.1	9.1
9.2	9.2
10.	10.
11.	11.
11.1	11.1
11.2	11.2
11.3	11.3
-	11.4
12.	12.
12.1	12.1
12.2	12.2
13.	13.

Current No.	Changed No.
13.1	13.1
13.2	13.2
13.2.1	13.2.1
13.2.2	13.2.2
14.	14.
14.1	14.1
14.1.1	14.1
14.1.2	-
14.2	14.2
14.3	14.3
14.4	14.4
15.	15.
16.	16.
17.	-
18.	17.
19.	18.
19.1	18.1
19.2	18.2
19.3	18.3
19.4	18.4
20.	19.
21.	20.
-	21.
22.	22.
23.	23.
24.	24.
24.1	24.1
24.2	-
24.3	24.2
24.4	24.3
25.	25.
25.1	25.1
25.2	25.2
25.3	25.3
25.4	25.4
26.	26.
27.	27.
28.	28.
29.	29.
30.	30.
31.	31.
32.	32.
33.	33.
34.	34.
35.	35.
36.	36.
36.1	36.1
36.2	36.2
36.3	36.3
37.	37.
38.	38.
39.	39.
40.	40.
40.1	40.1
40.2	40.2
40.3	40.3
40.4	40.4
-	41.
41.	42.
41.1	42.1
41.2	42.2
41.3	42.3
42.	43.
43.	44.
44.	45.
45.	46.
45.1	46.1
45.2	-

Current No.	Changed No.
45.3	-
45.4	46.2
46.	-
-	47.
47.	48.
48.	49.
49.	50.
50.	51.
51.	52.
52.	53.
53.	54.
53 (a)	54 (a)
53 (b)	54 (b)
53 (b) (i)	54 (b) (i)
53 (b) (ii)	54 (b) (ii)
53 (b) (iii)	54 (b) (iii)
53 (c)	-
53 (d)	-
54.	55.
55.	56.
56.	57.
-	57.1
-	57.2
-	57.3
-	57.3.1
-	57.3.2
-	57.3.3
-	57.3.4
-	57.4
57.	58.
58.	59.
58.1	59.1
58.2	59.2
58.3	-
59.	60.
60.	-
60.1	-
60.2	-
60.2.1	-
60.2.2	-
60.2.3	-
61.	-
61.1	-
61.2	-
61.2.1	-
61.2.2	-
61.2.3	-
61.2.4	-
62.	-
62.1	-
62.1.1	-
62.1.2	-
62.2	-
62.2.1	-
63.	-
63.1	-
63.2	-
63.3	-
64.	61.
64.1	61.1
64.2	61.2
64.3	61.3
64.4	61.4
65.	62.
65.1	62.1
65.2	62.2
66.	63.
66.1	63.1

Current No.	Changed No.
66.2	63.2
67.	64.
67.1	64.1
67.2	64.2
67.3	64.3
67.4	64.4
67.5	64.5
67.6	64.6
67.7	64.7
68.	65.
68.1	65.1
68.2	65.2
68.3	65.3
68.4	65.4
68.5	65.5
69.	66.
70.	67.
70.1	67.1
70.2	67.2
70.3	67.3
70.4	67.4
70.5	67.5
70.6	67.6
71.	68.
71.1	68.1
71.2	68.2
71.3	68.3
71.4	68.4
72.	69.
72.1	69.1
72.2	69.2
72.3	69.3
73.	70.
73.1	70.1
73.2	70.2
73.3	70.3
73.4	70.4
73.4.1	70.4.1
73.4.2	70.4.2
73.5	70.5
73.5.1	70.5.1
73.5.1.1	70.5.1.1
73.5.1.2	70.5.1.2
73.5.2	70.5.2
73.6	70.6
73.6.1	70.6.1
73.6.2	70.6.2
73.6.3	70.6.3
73.6.4	70.6.4
73.6.5	70.6.5
73.6.6	70.6.6
73.6.7	70.6.7
73.7	70.7
73.7.1	70.7.1
73.7.2	70.7.2
73.7.3	70.7.3
73.7.4	70.7.4
73.8	70.8
73.8.1	70.8.1
73.8.2	70.8.2
73.9	70.9
74.	71.
75.	72.
76.	73.
77.	74.
78.	75.
79.	76.
80.	77.

Current No.	Changed No.
81.	78.
82.	79.
82.1	79.1
82.2	79.2
82.3	79.3
82.4	79.4
83.	80.
84.	81.
85.	82.
85.1	82.1
85.2	82.2
86.	83.
87.	84.
88.	85.
89.	86.
90.	87.
91.	88.
92.	89.
93.	90.
93 (a)	90 (a)
93 (b)	90 (b)
94.	91.
95.	92.
96.	93.
97.	94.
98.	95.