

PROPOSED MODIFICATIONS TO THE ROYAL CHARTER

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 Royal Charter. The purpose of this document is to explain each of the proposed modifications to the Charter Articles, which are set out in the following table as:

- Current Article number and wording.
- Explanatory Notes column showing the details of and rationale for the proposed change(s).
- Wording of Proposed Changed Article.

In the ballot before members, there is one motion to vote for or against the collective set of modifications to the Royal Charter. This set of proposed changes to the Royal Charter are for the purposes of:

- Adding clarity of meaning, including by amending punctuation and renumbering Articles where relevant;
- Removing redundant wording / Charter Articles;
- Implementing a Governance Review recommendation, with effect to defer to the By-laws procedures for Trustee Board appointments; and to
- Enable proposed amendments to the By-laws that equate physical and virtual/electronic hosting of meetings and voting procedures, which will allow for increased member participation in Institution meetings, voting and ballots.

If the proposed set of modifications to the Royal Charter are approved by members, this will have the effect of changing the numbering of Charter Articles including for Articles 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 Articles 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 ROYAL CHARTER.		EXPLANATORY NOTES	THIS COLUMN SHOWS THE PROPOSED CHANGED ARTICLE.
No.	Current Wording of Charter Article.	Details of and Rationale for Proposed Change	Charter Articles will be renumbered to take account of deleted Articles.
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.	Operative Change: INSERT "as defined in Article 7" after 'for the purposes of the Institution'. Change Rationale: To mirror Article 7 in clarifying what the 'purposes' are.	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 as defined in Article 7 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.	Operative Change: DELETE Article. Change Rationale: To remove the entire Article as it is neither clear nor any longer relevant.	<i>[Intentionally left blank]</i>
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.	Operative Change: DELETE Article. Change Rationale: Remove the entire Article as it refers only to 1930.	<i>[Intentionally left blank]</i>
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.	Operative Change: SUBSTITUTE new Article wording shown in the right-hand column (→) for current Article wording. Change Rationale: Per Governance Review, to give the clarity that the By-Laws will be the sole authority on the number and role of Trustees in line with Charter Article 8.	Of the members of the Trustee Board one shall be President. The said President 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.

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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.	Operative Change: INSERT comma after "provide". Change Rationale: To clarify that it is not the members who are being provided for, but it is the By-Laws that are describing the classes of membership.	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.
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.	Operative Change: INSERT comma after "regulation". SUBSTITUTE "provided" for 'Provided'. Change Rationale: To correct the English used in the Article's wording.	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.	Operative Change: DELETE Article. Change Rationale: Remove Article as it relates only to 1930.	<i>[Intentionally left blank]</i>
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	Operative Change: DELETE Article. Change Rationale: Remove Article as it relates only to 1930.	<i>[Intentionally left blank]</i>

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	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.	Operative Change: INSERT "(whether physically in person or by electronic means)," after 'Trustee Board present'. Change Rationale: Clarifying that 'present' now means interacting in real time, not necessarily being in the same room. This change enables similar changes to relevant By-laws to equate 'present' as being either physical or virtual/by electronic means.	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, (whether physically in person or by electronic means), 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.	Operative Change: SUBSTITUTE "on such motions as are provided for in the By-Laws for the time being in force, which may include, but need not be limited to, voting by way of a show of hands at the general meeting or by way of a ballot of the members to be conducted by post or by electronic means." for 'on a poll duly directed ... of electronic communication.' Change Rationale: Clarifying that voting will either be by a show of hands of those present (physically or electronically) or by a full ballot. Polling (and instances of 'Division' shown in the current By-laws) has been removed for simplification. This change enables similar changes to relevant By-laws concerned with voting.	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 such motions as are provided for in the By-Laws for the time being in force, which may include, but need not be limited to, voting by way of a show of hands at the general meeting or by way of a ballot of the members to be conducted by post or by electronic means.

CHANGES TO THE NUMBERING OF ARTICLES IF MODIFICATIONS ARE APPROVED	
Current Article Number	Changed Article Number
1	1
2	2
3	-
4	-
5	3
6	4
7	5
8	6
9	7
10	8
11	9
12	10
13	11
14	12
15	13
16a	14
16b	15
16c	16
17	17
18	18
19	-
20	-
21	19
22	20
23	21