

The Institution of Mechanical Engineers



ROYAL CHARTER & BY-LAWS

Including:

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

10 March 2026

PUBLISHED BY THE INSTITUTION

The Institution of Mechanical Engineers

ROYAL CHARTER

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

To all to whom these Presents shall come, Greeting!

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

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

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

1. The persons now members of the said Association or Institution known as the Institution of Mechanical Engineers (hereinafter called "the existing Institution") and all such persons as may here after become members of the Body Corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents and their Successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of 'The Institution of Mechanical Engineers' and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may implead and be impleaded in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Institution of Mechanical Engineers hereby incorporated (hereinafter called 'the Institution') or any person or persons on its behalf to acquire for the purposes of the Institution as defined in Article 5 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. The income and property of the Institution shall be applied solely towards the promotion of the objects of the Institution and the exercise of its powers as defined in Article 5. The Institution shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof.
4. The members of the Institution shall not have any personal claim on any property of the Institution and no portion of the income or property of the Institution shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Institution or to any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Institution or other person in return for any services rendered to the Institution or prevent the giving of privileges to the members of the Institution in attending the meetings of the Institution or prevent the borrowing of money from any member of the Institution at a reasonable rate of interest.

5. The objects and purposes for which the Institution is hereby constituted are to promote the development of Mechanical Engineering and to facilitate the exchange of information and ideas thereon and for that purpose:
 - (a) To encourage invention and research in matters connected with Mechanical Engineering and with this object to make grants of money or books or otherwise to assist such invention and research.
 - (b) To hold meetings of the Institution for reading and discussing communications bearing upon Mechanical Engineering or the application thereof or upon subjects relating thereto.
 - (c) To print publish and distribute the proceedings or reports of the Institution or any papers communications works or treatises on Mechanical Engineering or its application or subjects connected therewith.
 - (d) To co-operate with Universities, other Educational Institutions and public Educational Authorities for the furtherance of Education in Engineering Science or Practice.
 - (e) To provide indemnity insurance to cover the liability of the members of the Trustee Board which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institution; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Trustee Board knew to be a breach of trust or breach of duty or which was committed by the members of the Trustee Board in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Trustee Board in their capacity as trustees of the Institution.
 - (f) To do all other things incidental or conducive to the attainment of the above objects or any of them.
6. There shall be a Board of Trustees of the Institution (hereinafter called "the Trustee Board") consisting of such number of members with such qualifications and to be elected or constituted as such members of the Trustee Board in such manner and to hold office for such period and on such terms as to re-election, appointment and otherwise as the By-Laws for the time being of the Institution shall direct.
7. 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.
8. The Institution shall have such officers with such functions tenure and terms of office as the By-Laws of the Institution may prescribe and such other officers and servants as the Trustee Board may from time to time appoint.
9. The government and control of the Institution and its affairs shall be vested in the Trustee Board subject to the provisions of these Presents and to the By-Laws of the Institution. The business of the Trustee Board shall be conducted in such manner as the Trustee Board may from time to time prescribe.
10. 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.

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

20. For all the purposes of Articles 18 and 19 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 in that behalf 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
21. And We do hereby for Us Our Heirs and Successors Grant and Declare that these Our Letters Patent or their enrolment of exemplification thereof shall be in all things good firm valid and effectual according to the true intent and the meaning of the same and shall be taken construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institution any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

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

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

BY WARRANT under The King's Sign Manual.

SCHUSTER
Dated 22nd April 1930

The Institution of Mechanical Engineers

BY-LAWS

DEFINITIONS

1. In these By-Laws, unless the context otherwise requires:
 - 1.1 "the Institution" means The Institution of Mechanical Engineers incorporated by the Charter;
 - 1.2 "the Charter" means the Royal Charter granted to the Institution and dated 22 April 1930 and any amendments or additions thereto and includes any Supplemental or other Charter of the Institution for the time being in force;
 - 1.3 "the Trustee Board" means the Trustee Board of the Institution elected or appointed pursuant to these By-Laws;
 - 1.4 "the Council" means the Council of the Institution elected or appointed pursuant to these By-Laws;
 - 1.5 "the Qualifications and Training Regulations" means the regulations established by the Trustee Board pursuant to By-Law 14.1;
 - 1.6 "the Disciplinary Regulations" means the regulations established by the Trustee Board pursuant to By-Law 34;
 - 1.7 "Regulations for Voting" means the regulations established or deemed to be established by the Trustee Board pursuant to By-Law 61;
 - 1.8 "Chief Executive" except in By-Law 78 includes any deputy or assistant Chief Executive and any person appointed by the Trustee Board to perform the duties of the Chief Executive in the absence of the Chief Executive;
 - 1.9 "members" mean the members of all classes of the Institution;
 - 1.10 "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";
 - 1.11 "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;
 - 1.12 "General Trustee" means an elected Trustee that is neither the President nor a deputy president.
 - 1.13 "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 "the Register" means the register referred to in By-Law 3;
 - 1.15 "address" in relation to electronic communication includes any number or address used for the purposes of such communication;

- 1.16 “electronic communication” means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):
 - 1.15.1 by means of an electronic communications network (within the meaning of the Communications Act 2003); or
 - 1.15.2 by other means but while in an electronic form;
- 1.17 “ballot” means a ballot held for the purpose of By-Law 22 or pursuant to By-Laws 46.2 and 56 and the Regulations for Voting which permit voting by post or by means of electronic communication;
- 1.18 ‘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 52 to 55, recognising that a proxy may be directed either to cast a pre-determined vote or to cast the vote at their own discretion;
- 1.19 “electronic platform” includes but is not limited to, website addresses, virtual conferencing facilities and conference call systems;
- 1.20 “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);
- 1.21 “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;
- 1.22 “month” means a calendar month;
- 1.23 words in the singular include the plural and vice versa;
- 1.24 for the purposes of these By-Laws the time at which a person attains a particular age expressed in years shall be the commencement of the relevant anniversary of the date of that person’s birth;
- 1.25 reference to books, publications, accounts, registers and notices shall include reference to any method of storage and display of data;
- 1.26 the Code of Conduct Regulations” means the regulations established by the Trustee Board pursuant to By-Law 32;
- 1.27 any reference to any statute, statutory provision, or subordinate legislation includes a reference to any modification or re-enactment of it for the time being in force.

MEMBERSHIP

2 The Institution shall consist of:

2.1 **CORPORATE MEMBERS** who shall be

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

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

- 2.2.1 Honorary Fellows who when elected were not already Corporate Members; and
- 2.2.2 Companions; and
- 2.2.3 Associate Members; and
- 2.2.4 Affiliates.

3 **MEMBERSHIP DATA**

- 3.1 **REGISTER** The Institution shall maintain 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.
- 3.2 **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.

CERTIFICATES

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

QUALIFICATIONS FOR MEMBERSHIP

- 5 **HONORARY FELLOWS** The Trustee Board may elect as Honorary Fellows persons who in the opinion of the Trustee Board are:
 - 5.1 persons of eminence who have given distinguished services to the Institution or to the achievement of its objects; or
 - 5.2 persons of distinction in the practice, organisation or administration of engineering; or persons of distinguished scientific attainments.
- 6 **FELLOWS** Every candidate for election or transfer to the class of Fellow shall be a person who has established to the satisfaction of the Trustee Board that such person:
 - 6.1 has attained the standards specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Member and
 - 6.2 has by such person's achievements acquired an established reputation as a mechanical engineer and
 - 6.3 has been engaged for a sufficient period in positions of responsibility in engineering.
- 7 **MEMBERS** Every candidate for election or transfer to the class of Member shall be a person who has established to the satisfaction of the Trustee Board that such person has obtained such academic qualifications (or if such person is without formal qualifications has acquired such technical understanding) and has attained such standards in training and professional responsibility as are specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Member.
- 8 **COMPANIONS** Every candidate for election or transfer to the class of Companion shall be a person who has established to the satisfaction of the Trustee Board that such person:

- 8.1 either occupies a distinguished position in a profession, science or industry having interests in relation to mechanical engineering or
- 8.2 has rendered important services to mechanical engineering.
- 9 **ASSOCIATE MEMBERS** Every candidate eligible for election or transfer to the class of Associate Member shall be a person who has established to the satisfaction of the Trustee Board that such person:
- 9.1 is making satisfactory progress in the acquisition of qualifications for Corporate Membership and
- 9.2 has attained the standards specified by the Trustee Board in the Qualifications and Training Regulations as appropriate to the class of Associate Member.
- 10 **AFFILIATES** Every candidate eligible for election or transfer to the class of Affiliate shall be a person who, in the opinion of the Trustee Board, is engaged or interested in mechanical engineering or in matters connected therewith.

ABBREVIATED TITLES AND DESCRIPTION OF MEMBERSHIP

11 CORPORATE MEMBERS

- 11.1 Each Corporate Member may use the title of the class to which such member belongs or the appropriate abbreviation shown below:
- | | |
|-----------------|------------|
| Honorary Fellow | HonFIMechE |
| Fellow | FIMechE |
| Member | MIMechE. |
- 11.2 Corporate Members who were (or being Honorary Fellows were qualified to be) Fellows or Members prior to 10 July 2003 may describe themselves by the title “Chartered Mechanical Engineer”.
- 11.3 A Corporate Member shall not use any other title or abbreviation to describe that member’s membership of the Institution.
- 11.4 A Corporate Member who is undertaking, recording and reporting continuing professional development is deemed to be ‘professionally active’.

12 NON-CORPORATE MEMBERS

- 12.1 Each Non-Corporate Member may use the title of the class to which such member belongs or the appropriate abbreviation shown below:
- | | |
|------------------|--|
| Honorary Fellow | HonFIMechE |
| Companion | CIMechE (if the election to that class of membership was prior to 15 March 1968) |
| Associate Member | AIMechE |
- 12.2 A Non-Corporate Member shall not use any other title or abbreviation to describe that member’s membership of the Institution.

13 USE OF TITLES AND ABBREVIATIONS

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

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

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

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

TESTING AND VALIDATION OF QUALIFICATIONS

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

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

14.2 **(EXAMINATIONS)** May cause examinations to be held or accept examinations conducted by other bodies or educational establishments both within and outside the United Kingdom as meeting the requirements of the Institution;

14.3 **(INTERVIEWS)** May require any candidate for election or transfer to any class of membership to attend an interview in order to satisfy the Trustee Board that such candidate possesses the requisite qualifications for election or transfer;

14.4 **(FEES)** May determine the fees, if any, to be paid or deposited by candidates for any examination or interview conducted by the Institution.

ELECTION TRANSFER AND RESIGNATION OF MEMBERS

15 **ELECTION AND TRANSFER OF CANDIDATES** The election of candidates for membership in any class and the transfer of a member from one class to another shall be by the Trustee Board.

16 **APPLICATION FOR ELECTION OR TRANSFER** Every candidate for election or transfer to any class of membership shall complete and send to the Chief Executive an application in such form as shall be approved by the Trustee Board, together with such fees as the Trustee Board shall from time to time determine.

17 **CONSIDERATION BY THE TRUSTEE BOARD** 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.

18 **NOTIFICATION TO CANDIDATES** The Chief Executive shall inform a candidate in writing whether or not that candidate has been elected or transferred.

18.1 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.

18.2 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 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.

18.3 Election or transfer becomes effective upon registration under By-Law 24.

- 18.4 If a candidate is not elected or transferred in accordance with that candidate's application no mention thereof shall be made at any of the general meetings of the Institution or in the Minutes of any such meetings or in any publication or notice of the Institution.
- 19 **READMISSION TO MEMBERSHIP** The Trustee Board may readmit to membership any person whose membership has terminated from any cause, provided the Trustee Board is satisfied that such person is worthy of readmission and remains eligible to be readmitted and pays such amounts (if any) in respect of application fee, arrears of subscription and other charges as the Trustee Board may determine.
- 20 **RESIGNATION** A member of any class may by notice in writing to the Chief Executive resign from the Institution after payment of any sum due from that candidate in respect of subscription and otherwise, provided that in any case where an investigation has been commenced under the Disciplinary Regulations in respect of conduct by the member giving notice of resignation in accordance with this By-Law, the resignation shall not take effect until the investigation has been finally disposed of in accordance with the Disciplinary Regulations.
- 21 **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.

SUBSCRIPTIONS AND FEES

- 22 **DETERMINATION OF ANNUAL SUBSCRIPTIONS** The Trustee Board shall from time to time by resolution passed at any meeting of the Trustee Board determine the annual subscriptions payable by members of the Institution provided that no increase in excess of fifteen per cent of the rates of annual subscription current at the time shall be effective unless and until the resolution of the Trustee Board shall have been approved by a majority of the Corporate Members and Associate Members of the Institution voting in a ballot.
- 23 **APPLICATION FEES** Applicants for election as Fellows or Members and Non-Corporate Members applying for transfer to these corporate classes shall pay a non-returnable fee of such amount as shall be determined from time to time by the Trustee Board but not exceeding three times the annual subscription payable by the class to which they have applied to be elected or transferred at the date of their application for election or transfer as the case may be.
- 24 **PAYMENT AND REGISTRATION**
- 24.1 All subscriptions shall be payable in advance and shall except as otherwise provided in these By-Laws become due on the 1st day of January of each year.
- 24.2 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.
- 24.3 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.
- 25 **REDUCTION OR REMISSION OF FEES AND SUBSCRIPTIONS**
- 25.1 Where in their opinion it is desirable to do so, the Trustee Board may in any particular case or class of case, including those arising under reciprocal arrangements entered into with kindred bodies, reduce or remit any fee, annual subscription or arrears of annual subscriptions.
- 25.2 The Trustee Board may vary the annual subscription of members according to their class of membership and within each class according to their age and their place of residence.

- 25.3 The Trustee Board may reduce or remit the annual subscription or the arrears of annual subscription or any other sum payable by any member and in exercising this discretion it shall consider the length of time such person has been a member, any inability to pay and all other relevant circumstances. In particular the Trustee Board may reduce or remit the annual subscription or arrears of annual subscription of any member who satisfies the Trustee Board that such member is unable to pay the same by reason, directly or indirectly, of any exceptional circumstances including any act of any Government.
- 25.4 The first subscription of any member whose election or transfer is approved by the Trustee Board during the second half of the year may be reduced, or payment of the subscription for the succeeding year may be required as the Trustee Board shall from time to time determine.
- 26 **ARREARS** If any member shall fail to pay such member's subscription by the due date specified in By-Law 24.1 and, without providing a written explanation that is acceptable to the Trustee Board, shall fail to pay such subscription within two months after a written application for payment has been sent to such member by the Chief Executive, such member's name shall be removed from the Register by the Trustee Board and such member shall thereupon cease to be a member. If an allegation of improper conduct by the member shall have been referred to the Investigating Panel under the Disciplinary Regulations, the removal shall not take effect until the Investigating Panel's investigation and any procedures under the Disciplinary Procedures arising from the investigation have been finally disposed of.
- 27 **RECOVERY OF SUMS DUE** Every person who ceases from any cause to be a member shall remain liable for all sums owing by such person to the Institution whether by way of subscription or otherwise and no such person shall be entitled to recover any part of any subscription such person may have paid whether compounded for or not.

CODE OF CONDUCT

- 28 In order to facilitate the advancement of the science of mechanical engineering by preserving the respect in which the community holds persons who are engaged in the profession of mechanical engineering, all members shall, for as long as they continue to be members, comply with By-Laws 29 to 31 and the Code of Conduct Regulations.
- 29 All members are ambassadors of the Institution and must therefore conduct themselves in a manner that upholds and enhances the reputations of the Institution, the profession of Mechanical Engineering and the Institution's members.
- 30 All members shall conduct their professional work and relationships with integrity and objectivity and with due regard for the welfare of the people, the organisations and the environment with which they interact.
- 31 All 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.

CODE OF CONDUCT REGULATIONS

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

DEALING WITH ALLEGATIONS OF IMPROPER CONDUCT

- 33 In these By-Laws and the Code of Conduct Regulations “improper conduct” shall mean a failure to comply with By-Laws 29 to 31 or the Code of Conduct Regulations or the making of any false representation when applying for election to any class of membership of the Institution or any act or omission which shall have rendered the member unfit to remain a member of the Institution or shall be injurious to the Institution.
- 34 The Trustee Board may make and publish and from time to time vary or rescind in such manner as it thinks fit Disciplinary Regulations for the purpose of stating the manner in which allegations of improper conduct that may be brought to the notice of the Institution, properly vouched for and supported by evidence, shall be investigated and dealt with, including the constitution and membership of any committee or committees that the Trustee Board may appoint for the purpose, the procedures to be followed by such committee or committees, the sanctions that may be applied, the orders for the payment of costs that may be made, and the procedures to be followed for the hearing of appeals. No such Disciplinary Regulations shall be in any way repugnant to the Charter, these By-Laws or the rules of natural justice.

PENALTY FOR IMPROPER CONDUCT

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

MEETINGS OF THE INSTITUTION

- 36 **GENERAL MEETINGS** The general meetings of the Institution shall be of three classes, namely:
- 36.1 Annual Meetings,
- 36.2 Ordinary Meetings and
- 36.3 Special Meetings.
- 37 **OTHER MEETINGS** In addition to the general meetings of the Institution there may be held meetings of any Division, Region or other body established by the Trustee Board pursuant to these By-Laws.
- 38 **ANNUAL MEETINGS** Annual Meetings shall be held at such places and such times 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 the presentation and consideration of the annual report of the Trustee Board and the annual accounts, the appointment of the auditors, the announcement of the result of the annual elections and of appointments to the Trustee Board, and any other matters which the Trustee Board consider appropriate or require a member vote.
- 39 **ORDINARY MEETINGS** Ordinary Meetings shall be held at such times and places as the Trustee Board shall determine. Members of all classes shall be entitled to attend and shall (unless the Chair of the Meeting shall otherwise determine with respect to any particular meeting) be entitled to introduce visitors at any Ordinary Meeting. The business of an Ordinary Meeting shall include the delivery of addresses on mechanical engineering or allied subjects. Except as provided in By-Law 61 no matter relating to the constitution, affairs, business, direction or management of the Institution shall be discussed nor any motion relating thereto be made at Ordinary Meetings.

40 SPECIAL MEETINGS

- 40.1 Special Meetings shall be held at such places and at such time as the Trustee Board shall determine.
- 40.2 A Special Meeting shall also be convened by the Trustee Board whenever a requisition signed by not less than fifty Corporate Members and/or Associate Members is delivered to the Chief Executive. Any such requisition shall state the object of the meeting and the precise wording of any motion to be put and shall be signed by the requisitioners and may consist of several documents in like form, each signed by one or more requisitioners. The document will also record how all other routes to resolve the issue of the motion(s) have been exhausted.
- 40.3 If the Trustee Board do not within forty-two days from the deposit of the requisition proceed duly to convene a Special Meeting the requisitioners or any of them representing more than half the voting rights of all of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months from the date of the requisition. A meeting convened by the requisitioners under this By-Law shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Trustee Board and the reasonable expenses incurred by the requisitioners by reason of the failure of the Trustee Board duly to convene a meeting shall be repaid to the requisitioners by the Institution.
- 40.4 The business of a Special Meeting shall be related to the constitution, affairs, business, direction or management of the Institution. Only motions specified in the Notice of the meeting shall be introduced at the meeting and no amendments to motions shall be considered. Only Corporate Members and Associate Members shall be entitled to participate in the business of a Special Meeting and to vote. Other members may attend as observers but shall not be entitled to be heard or to vote. Members of the staff of the Institution who are not Corporate Members or Associate Members may be appointed by the Chair to attend as tellers. The Chair may permit the attendance of members of the staff and of the professional advisers of the Institution.

41 VIRTUAL MEETINGS

General meetings shall be hosted in a manner which Trustees decide is most appropriate for each meeting called (via electronic platform or in person or hybrid, as 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 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.

42 NOTICE

- 42.1 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, 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.
- 42.2 Notice of a general meeting of the Institution shall be given to all members who are entitled to attend that meeting.

- 42.3 The accidental omission to give notice of a general meeting of the Institution to or the non-receipt of notice of such a meeting by any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT MEETINGS OF THE INSTITUTION

- 43 **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 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.
- 44 **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 President may in any case appoint a deputy to act in the place of the President.
- 45 **ADJOURNMENT** The Chair may with the consent of the meeting and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjournment, or of the business to be transacted at any adjourned meeting, except that when a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

VOTING AT MEETINGS OF THE INSTITUTION

- 46 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:
- 46.1 **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.
- 46.2 **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 61 which may include voting by a combination of either physical or electronic means in any proportion

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

- 47 Votes may only be cast at general meetings by all members who are present (including by proxy) and entitled to do so.
- 48 The acceptance or rejection of votes by the Chair shall be conclusive for the purposes of the decision of the matter in respect of which the votes are tendered. If any error be pointed out to the Chair, the Chair shall rectify the error at the same meeting.

- 49 No ballot shall be directed or demanded on the election of a Chair or on a question of adjournment.
- 50 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.
- 51 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.
- 52 The instrument appointing a proxy shall be in writing in such form as the Trustee Board may determine and shall be signed by the appointor or an attorney duly authorised in writing by the appointor.
- 53 A proxy must be a Corporate Member or Associate Member.
- 54 The appointment of a proxy and any authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Trustee Board may:
- (a) in the case of an instrument in writing be deposited at the principal place of business of the Institution or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting; or
 - (ii) in any instrument of proxy sent out by the Institution in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting; or
- 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;
- 55 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 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.

BALLOTS NOT DIRECTED OR DEMANDED AT A MEETING OF THE INSTITUTION

- 56 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 46, 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.

THE TRUSTEE BOARD

- 57 The Trustee Board shall consist of a minimum of eight and a maximum of fifteen Trustees elected by the membership or appointed in accordance with these By-Laws and with the Trustee Board Regulations from time to time in place. Elected Trustees shall normally be no less in number than appointed Trustees.
- 57.1 The Trustees shall consist of professionally active Corporate members, with the exception of up to two specialist appointments that may be non-Corporate or non-member Trustees.
- 57.2 In accordance with Article 7 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.
- 57.3 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.
- 57.4 The Trustee Board Regulations may establish (without limitation);
- 57.4.1 Any specific roles that shall be allocated amongst the Trustees and the responsibilities that might apply to them;
- 57.4.2 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 57.4.1;
- 57.4.3 The circumstances in which Trustees may cease to be members of the Trustee Board;
- 57.4.4 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.
- 57.5 The Trustees will also be able to co-opt further non-elected but fully voting Trustees, to bring specific specialist expertise where needed.
- 57.6 Where a casual 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 full voting rights and the status 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.
- 58 The office of a member of the Trustee Board shall be honorary and without remuneration. No employee of the Institution nor any person prohibited by law from being a charity trustee shall be eligible to be a member of the Trustee Board.
- 59 Elections to the Trustee Board shall be by Corporate Members and Associate Members whose names appear in the register, and the following provisions shall apply in relation thereto and in relation to the filling of casual vacancies therein by the members of the Trustee Board:
- 59.1 In relation to any elected period of office, a year is the period between two consecutive months of May;
- 59.2 The Trustee Board will decide upon any question, doubt or difficulty as to the eligibility for, retirement from, or cessation of membership (By-Law 63) of the Trustee Board;

ELECTION OF TRUSTEES

- 60 **NOMINATIONS** Not more than fourteen weeks before the Annual Meeting a list of professionally active Corporate members for election, prepared by a Nominations Committee under Terms of

Reference which ensures its independence from the Trustee Board, will be published on the Institution's website, accompanied by electronic communication. The list would be under the full control of the Nominations Committee having received comments, if any, from others including the Trustee Board. Upon publication of the list any professionally active Corporate member shall be entitled to add to the list a candidate or candidates for election as a General Trustee in accordance with By-Law 60.2 and the Trustee Board Regulations.

60.1 **NOMINATION COMMITTEE NOMINATIONS** Candidates for election nominated by the Nomination Committee shall be termed "Nomination Committee Nominations" or "Nomination Committee preferred candidates".

60.2 **CORPORATE MEMBER NOMINATIONS** Candidates for election as General Trustee nominated by a professionally active Corporate Member shall be signed by that Corporate Member and by at least eleven other Corporate Members as nominators. Such nominations will be submitted in accordance with the application process as stipulated by the Nominations Committee.

60.3 **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 instruct the Nominations Committee to nominate another candidate eligible for election to the office for which the original candidate was nominated.

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

61 **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.

61.1 **BALLOTS** Scrutineers for Ballots shall be appointed by the Chief Executive and shall have no interest in the motion or result.

61.2 **TRUSTEE BOARD ELECTIONS** Trustee Board elections shall be held as soon as is reasonably practicable after the meeting at which nominations are presented.

62 **NOTIFICATION OF RESULTS**

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

62.2 **BALLOTS** The Trustee Board shall cause the result of any ballot held in accordance with By-Laws 22, 46.2 and 56 to be published as soon as is reasonably practicable and in such manner as the Trustee Board may determine.

63 **CESSATION OF MEMBERSHIP OF THE TRUSTEE BOARD**

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

63.1 by notice in writing to the Chief Executive resigns such member's office, or

- 63.2 ceases to be a member of the Institution or such member's membership is suspended, or
- 63.3 becomes incapable by reason of mental disorder of discharging the duties of a member of the Trustee Board, or
- 63.4 becomes disqualified by law from acting as a charity trustee, or
- 63.5 fails to attend a single Trustee Board meeting in a year (as defined in By-Law 59.1) unless the Trustee Board resolves that such member should retain such member's office, or
- 63.6 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
- 63.7 is declared by the Trustee Board to have failed to fulfil, or to be incapable of fulfilling, such member's proper functions or expected standards of behaviour as a member of the Trustee Board and, after having been given an opportunity to be heard, is accordingly removed from membership of the Trustee Board by resolution of the Trustee Board approved unanimously by the whole number of the members of the Trustee Board other than the member who is the subject of the resolution for removal.

PROCEDURES, DELEGATION OF POWERS AND DUTIES OF THE TRUSTEE BOARD

- 64 **TRUSTEE BOARD** The Trustee Board shall meet together as often as may be required for the dispatch of business and subject to the provisions of these By-Laws regulate its proceedings as it thinks fit and may act notwithstanding any vacancy in its body.
 - 64.1 **PROCEDURES** The Trustee Board shall from time to time formulate and resolve rules of procedure for its meetings.
 - 64.2 **OBSERVERS** The Trustee Board may invite observers to attend all or any part of its meetings. Such persons may be invited to speak at the meeting but shall not be permitted to vote.
 - 64.3 **REPRESENTATION** No proxy or alternative representative shall be permitted.
 - 64.4 **DELEGATION OF POWERS** The Trustee Board may delegate its powers in accordance with By-Laws 66 and 70.
 - 64.5 **COMMUNICATION DEVICES** Any member of the Trustee Board who participates in the proceedings of a meeting of the Trustee Board by means of a communication device (including, without limitation, a telephone or a video link) that allows all the other members of the Trustee Board present at the meeting (whether in person or by means of a communication device) to hear that member of the Trustee Board at all times, and that member of the Trustee Board to hear all other members of the Trustee Board present at the meeting (whether in person or by means of a communication device) at all times, shall be deemed to be present at the meeting and counted in the quorum. A meeting of the Trustee Board held by these means shall be deemed to take place where the largest number of participants is assembled. In the absence of such a majority of participants in one place, the location of the President or the person chairing the meeting in place of the President shall be deemed to be the place of the meeting of the Trustee Board.
- 65 **DUTIES** The Trustee Board shall manage the property and affairs of the Institution in accordance with By-Laws 70, 71 and 72.

DELEGATED POWERS

- 66 **DELEGATION OF POWERS BY TRUSTEE BOARD TO OTHER IMECHE 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, committee

or other IMechE body and every such entity shall be accountable to the Trustee Board. All delegations under this By-Law shall be variable or revocable by the Trustee Board at any time.

66.1 The resolution making any such delegation shall specify those who shall or may be asked to serve on such board, committee or other body.

66.2 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 board or committee may comprise persons who are not members of the Institution. The President or Deputy Presidents may attend each such board or committee.

66.3 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.

66.4 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.

66.5 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.

67 **BOARDS AND COMMITTEES** The Trustee Board may establish or disestablish any board or committee.

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

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

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

68.3 **SPECIALIST GROUPS** The rules for each group shall state its objects and the particular disciplinary field of engineering fundamental to a number of divisions or in a sector of engineering which by virtue of its size or nature is not covered by a division. Members of any class and non-members who are specially qualified or who have expressed an interest in the activities of a group may register as members of the group.

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

69 **COUNCIL**

69.1 There shall be a Council of the Institution which shall have the right and responsibility of tendering advice, informed by the perspectives and experiences of the wider

membership, to the Trustee Board concerning the direction, strategy and overall performance (at a strategic level) of the Institution, and on any other matter referred to it by the Trustee Board.

- 69.2 The Council shall consist of such number of members, with such qualifications and to be elected or constituted as such members of the Council and to hold office for such period and on such terms as to re-election and otherwise as may be specified in Regulations promulgated by the Trustee Board. The Trustee Board may from time to time supplement, vary or rescind such Regulations, provided that no such Regulation variation or rescission shall in any way be repugnant to the Charter or these By-Laws.
- 69.3 The Council's procedures and proceedings shall be governed in accordance with rules laid down from time to time by the Trustee Board after consultation with the Council.

MANAGEMENT OF THE INSTITUTION

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

70.1 **BUILDINGS** The Trustee Board shall not charge, sell, or otherwise dispose of any part of the land or buildings at No 1 Birdcage Walk, Westminster and No 1, 3 and 5 Storey's Gate, Westminster unless at a Special Meeting of the Institution called for the purpose the Trustee Board is authorised to do so by a resolution approved by not less than two-thirds of the Corporate Members and Associate Members entitled to attend who were present and voted thereat or at a subsequent ballot called in accordance with By-Law 46.

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

70.3 **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 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.

70.4 INVESTMENTS

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

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

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

70.5.1 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:

- 70.5.1.1 individuals of repute with at least fifteen years' experience of investment management who are authorised persons within the meaning of the Financial Services and Markets Act 2000 (and any rules or regulations made under it) or
 - 70.5.1.2 a company or firm of repute which is an authorised or exempted person within the meaning of that Act (and any rules or regulations under it) otherwise than by virtue of paragraphs 44(1)(c), 44(2)(a) or 45 of the Schedule to the Financial Services and Markets Act 2000 (Exemption) Order 2001;
- 70.5.2 to delegate to any person or persons so appointed (but only on terms consistent with this By-Law 70) power at their discretion to buy and sell investments for the Institution on behalf of the Trustee Board in accordance with the investment policy laid by the Trustee Board pursuant to By-Law 70.4.1.
- 70.6 Where the Trustee Board makes any delegation under By-Law 70.5 they shall:
 - 70.6.1 inform the investment manager or adviser in writing of the extent of the Institution's investment powers;
 - 70.6.2 lay down a detailed investment policy for the Institution and immediately inform the investment manager or adviser in writing of it and any changes to it;
 - 70.6.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager or adviser;
 - 70.6.4 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager or adviser and the exercise by them of the delegated authority;
 - 70.6.5 take all reasonable care to ensure that an investment manager or adviser complies with the terms of the delegated authority;
 - 70.6.6 review the appointments at such intervals not exceeding 24 months as they think fit; and
 - 70.6.7 pay such reasonable and proper remuneration to an investment manager and/or adviser and agree such proper terms as to notice and other matters as the Trustee Board shall decide and as are consistent with this By-Law provided that such remuneration may include commission fees and/or expenses earned by the investment manager and/or adviser if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee Board.
- 70.7 Where the Trustee Board may make delegation under this By-Law they shall do so on the terms that:
 - 70.7.1 the investment manager or adviser shall comply with the terms of the delegated authority;
 - 70.7.2 the investment manager or adviser shall not do anything which the Trustee Board do not have power to do;
 - 70.7.3 the Trustee Board may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with this By-Law; and
 - 70.7.4 the Trustee Board shall give directions to the investment manager and/or adviser as to the manner in which all sales and purchases of investments made on their behalf are to be reported to the Trustee Board.

- 70.8 The Trustee Board may without being liable for any loss occasioned thereby:
- 70.8.1 make such arrangements as they think fit for any investments of the Institution or income from those investments to be held by a corporate body which is incorporated in the United Kingdom or has established a branch or place of business in the United Kingdom as the Institution's nominee; and
 - 70.8.2 pay reasonable and proper remuneration to any corporate body acting as a nominee in pursuance of this By-Law.
- 70.9 **RAISING MONIES** Where the Institution is authorised by the Charter or by these By-Laws to apply monies for any purpose or in any manner the Institution shall have power to raise the money or any part thereof by borrowing the same or (subject to the provisions of By-Law 70.1) by the sale, conversion, calling in, mortgaging or otherwise charging all or part of the property of the Institution provided that no purchaser or mortgagee paying or advancing money on a sale or mortgage shall be concerned to see that such money is wanted or that no more than is wanted is raised or otherwise as to the application thereof.
- 71 The Trustee Board may exercise all such powers as are not by the Charter or the By-Laws required to be exercised at a general meeting of the Institution.
- 72 The Trustee Board, in furtherance of the objects of the Institution but not otherwise may in association with other bodies having objects which in the opinion of the Trustee Board are compatible with those of the Institution form with any such body or bodies associations in areas where in the opinion of the Trustee Board the formation of such associations is or may be desirable.
- 73 **INSPECTION OF INSTITUTION DOCUMENTS** Other than inspection of the Register in accordance with By-Law 3.1, the Trustee Board alone may authorize members to inspect Institution documents.
- 74 **TRUSTEE BOARD ACTS AS THE INSTITUTION** No act done by the Trustee Board whether ultra vires or not, which shall have received the express or implied sanction of the Corporate Members at a general meeting of the Institution shall be impeached by any member of the Institution on any ground whatsoever but shall be deemed to be an act of the Institution.

COMMON SEAL

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

APPOINTMENT AND DUTIES OF OFFICERS AND AUDITORS

- 76 **HONORARY OFFICERS** 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.
- 77 **CHIEF EXECUTIVE** There shall be a Chief Executive of the Institution who shall be appointed by the Trustee Board at such remuneration and on such other terms and conditions as it may think fit. Subject to the provisions of any contract between the Institution and the Chief Executive the Trustee Board may at its discretion terminate any such appointment. The Trustee Board may at its discretion change the title " Chief Executive" to such other title as is thought fit and such title throughout these By-Laws shall have the same meaning as the title " Chief Executive".
- 78 **CHIEF EXECUTIVE'S DUTIES** Under the general direction of the Trustee Board, and supported by persons that they appoint and are responsible for, the Chief Executive shall be responsible for

the ordinary affairs of the Institution and to ensure effective operational, financial and risk management of its activities in accordance with the Institution's objects and strategy, the Royal Charter and By-Laws, and relevant statutory, regulatory, and good practice requirements. The Chief Executive may initiate strategic or policy proposals for Trustee Board consideration and shall refer any urgent or significant matters requiring immediate decision to the President (as Chair) or other relevant member of the Trustee Board, as appropriate.

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

PUBLICATIONS

- 80 The Trustee Board shall publish or cause to be published such periodicals and other publications as it shall determine.
- 81 Every member who submits with a view to its publication by the Institution a treatise, paper or other communication shall by so doing undertake:
- 81.1 that such communication has not been published and that such member will not permit its publication before it is accepted or declined by or withdrawn with the consent of the Institution and
- 81.2 that if such communication is accepted for publication by the Institution the copyright therein shall become the property of the Institution and such member will when called upon to do so assign to the Institution the sole right to print and publish in any form, in any medium, in any language and in any part of the world the whole or any part of such communication.
- 82 The attention of every member who submits a communication for publication shall be drawn to this By-Law and a copy of it shall be given to such member together with a statement in a form approved by the Trustee Board to the effect that it is the policy of the Institution to encourage the wide publication of communications accepted for publication by the Institution and setting the conditions upon which permission will be given for publication otherwise than by the Institution.
- 83 Every non-member who submits any such communication with a view to its publication shall be required to sign an undertaking in the terms set out in By-Law 81.
- 84 Every treatise, paper or other communication submitted with a view to its publication by the Institution shall be considered by the Trustee Board who shall decide whether it be accepted for publication or declined and if accepted whether it be read at a meeting and subsequently published or be published without being read at a meeting.
- 85 The Trustee Board shall have the power to waive in writing any of the provisions in By-Laws 80 to 84 in any particular case or cases.

INDEMNITY

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

NOTICES

- 87 Any notice may be served or any communication may be sent by the Trustee Board or by the Chief Executive to any member of the Institution either personally or by sending it by electronic mail (whether as a separate communication or included in or with one of the publications of the Institution) addressed to such member by electronic communication pursuant to By-Laws 88 to 93.
- 88 Any member may notify the Institution in writing of an address for the purpose of such member's receiving electronic mail from the Institution and having done so shall be deemed to have agreed to receive any notice, requisition, certificate or other document required to be given, delivered or sent to such member under or in connection with these By-Laws by electronic mail. If a member so notifies the Institution of such member's address the Institution may satisfy its obligation to give deliver or send to such member any notice or other document by:
- (a) sending it to such member at that address by such form of electronic mail as the Trustee Board may from time to time determine; or
 - (b) publishing such notice or other document on a website and notifying such member by electronic mail to that address that such notice and other document has been so published, specifying the address on the website on which it has been published, the place on the website where the notice or other document may be accessed and (if any such notice relates to a meeting of the Institution) stating (i) that the notice concerns a notice of a meeting of the Institution, (ii) the date, time and place of the meeting and (iii) whether the meeting is an annual, special or ordinary meeting.
- 89 The Institution may notify members in writing of an address for the purpose of its receiving from members such form of electronic mail as the Trustee Board may determine and may specify what notice or other document may be sent to it by electronic mail and having done so shall be deemed to have agreed to receive any such notice or other document from members by such form of electronic mail.
- 90 Subject to By-Law 93, any notice or other document sent in accordance with By-Laws 87 to 93 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.
- 91 Any amendment or revocation of a notice given to the Institution or a member under By-Laws 87 to 93 shall only take effect in writing, signed by the member or the Institution as the case may be, and on actual receipt by the Institution or the member, as the case may be, thereof.
- 92 Electronic mail shall not be treated as received by the Institution or member, as the case may be, if it is rejected by computer virus protection arrangements.
- 93 The accidental failure to send, or the non-receipt by any person entitled to, any notice or other document relating to a meeting, ballot or other proceeding under these By-Laws shall not invalidate the relevant meeting, ballot or other proceeding.

Change history

Revision	Date	Status
Final	10 March 2026	Privy Council approval of amendments to the following By-Laws; 1.12, 38, 41, 57, 57.1, 57.6, 59.2, 60, 60.1, 60.2, 63.7, 66, 66.1, 66.2, 67, 69.1, 75, 70 and 87.

Qualifications and Training Regulations

Pursuant to By-Law 14

Amended and approved by the Trustee Board on 14 December 2023

1. OVERVIEW

- 1.1 These Regulations govern the eligibility criteria for all grades of membership in accordance with the By-Law 14 as authorised by the Trustee Board on 14 December 2023.

2. DEFINITIONS

In these Regulations, and in the Membership Guidance Materials and internal quality documents, unless a contrary indication appears:

- 2.1 The term “member” means a member of any class referred to in By-Law 2.
- 2.2 “Qualification and Member Board” means the Board, or its successor Board(s) acting on behalf of the Trustee Board in matters relevant to members’ professional development for the purposes of election to, transfer, and retention of, membership of the Institution and all related supporting activities.
- 2.3 “Requirements” means the total requirement for eligibility for admittance into a particular class.
- 2.4 “The Engineering Council” (EngC) or its successor bod(y) means the UK body that maintains the Register of Engineers and bestows the designatory letters CEng, IEng, EngTech.
- 2.5 “The Standard” means the Engineering Council regulations setting out the requirements for professional registration.
- 2.6 “Educational Base” means academic qualifications, and/or career-learning equivalents attained, required to achieve the knowledge and understanding necessary to underpin associated training and professional responsibility for corporate membership.
- 2.7 “Further Learning” means additional learning that builds on an initial accredited qualification to meet the full Educational Base requirements for registration as a Chartered Engineer or Incorporated Engineer.
- 2.8 “Career Learning Assessment” means a review of work based or experiential learning gained against the Educational Base requirements for registration as a Chartered Engineer or Incorporated Engineer.
- 2.9 “Initial Professional Development” means the learning experiences in employment building on and using the academic qualification in positions of increasing independence and professional accountability.
- 2.10 “Accreditation” means the successful formal assessment of academic courses to ensure candidates meet the current qualification requirements as defined within the prevailing Engineering Council Standards and IMechE requirements. Accreditation of an academic programme creates an accredited qualification for the purposes of meeting the Educational Base.
- 2.11 “Approval” means the formal approval of a programme of learning experiences, successful completion of which enables eligibility to apply for membership.
- 2.12 “Quality Management Documents” means the internal Quality Control documents used by staff which set out the detailed policy and procedures applied to the eligibility criteria for the election and retention of membership.

3. COMMITTEES AND RESPONSIBILITIES

- 3.1 The Qualifications and Membership Board shall be responsible for overseeing implementation and ensuring compliance with these Regulations.
- 3.2 The Qualifications and Membership Board (or its successor Committee(s)) shall, on behalf of the Trustee Board and in accordance with By-Law 67 be responsible for monitoring all activities against these Regulations, either directly or by delegation of the review process to a sub-committee.
- 3.3 The Qualifications and Membership Board shall set up and oversee appropriate committees to set and monitor the Standards through such mechanisms as Professional Review, Accreditation and Approval.
- 3.4 Documentation promoting and explaining these regulations shall be maintained and promulgated through the Guidance Materials available on the website.
- 3.5 The Qualifications and Membership Board shall from time to time review these Regulations and propose to the Trustee Board such amendments as may be necessary to enable appropriate external recognition of Requirements for Institution membership.
- 3.6 The Professional Review Committee where appropriate, or its subcommittee, shall examine all the evidence and arrive at a decision on applicants to the corporate grades on behalf of the QMB. The Professional Review Committee will be responsible for all decisions made by its sub-committee or assessment panels.

4. ETHOS

- 4.1 IMechE policy is to accept into membership all those who can demonstrate they meet the Requirements and who are committed to the maintenance of that competence through lifelong learning and CPD throughout their career. When setting Requirements, the policy is intentionally flexible to recognise and value those who achieve competence by other than the mainstream routes.

5. CLASSES OF MEMBERSHIP

- 5.1 The Affiliate class is open to all those interested in engineering. Student Affiliates and Apprentice Affiliates must be enrolled on an appropriate STEM programme of learning. For Paying Affiliates, there are no qualifying requirements.
- 5.2 Associate Membership is open to graduates with an undergraduate degree in a science, technology, engineering or mathematics (STEM) subject and are working towards professional registration. They are entitled to use the designatory letters AMIMechE. Membership of this class does not necessarily indicate eligibility for higher classes of membership.
- 5.3 The academic requirements for Associate Membership are applicants who already have an undergraduate degree or recognised equivalent in a science, technology, engineering or mathematics, and are typically working towards professional registration. Acceptable graduate profiles are: an undergraduate degree accredited by IMechE; a UK undergraduate engineering degree, a UK undergraduate degree in maths, physics or other relevant science degree; International engineering degree that meets our academic requirements; Open University undergraduate degree of acceptable profile.

6. Corporate Membership

- 6.1 Eligibility for Corporate Membership demands meeting requirements for the Educational Base and competence and undergoing a period of initial professional development assessed through a Professional Review as defined in the Standards, or has met the Fellowship Requirements as set by the IMechE.

Corporate Members in the class of Member can use the designatory letters MIMechE, those in the class of Fellow can use the designatory letters FIMechE.

- 6.2 Corporate Members may be either those who meet IMechE Requirements, as contained in these regulations, or those who also meet EngC requirements and who are thus eligible for registration with the EngC. Such Members can, if registered as a Chartered Engineer use the designatory letters CEng; if registered as an Incorporated Engineer use the designatory letters IEng; if registered as an Engineering Technician use the designatory letters EngTech.
- 6.3 All members in the class of Fellow must demonstrate that they meet the IMechE Requirements, including those expressed through the Fellowship Qualities, and can, if registered, use the designatory letters CEng FIMechE, IEng FIMechE, or EngTech FIMechE as appropriate.

7. ACADEMIC REQUIREMENTS

- 7.1 The academic requirements for both membership and registration with the EngC as appropriate shall be those laid out as meeting the Standards and Requirements deemed acceptable by the Trustee Board and as laid out in EngC Standards. The associated procedures shall comply with the requirements in force at the time for Licensees. The Requirements of the Institution shall be such as to facilitate acceptability in other major industrial countries, particularly through Mutual Recognition Agreements and EU legislation as applicable.
- 7.2 The exemplar qualification shall be that laid out in The Educational Base, as outlined in the Guidance Notes for each class of membership, and as defined with the prevailing EngC UKSPEC.
- 7.3 Applications from those without the Educational Base will be considered through alternative, individually assessed routes to membership such as through Academic Review, Further Learning assessment or Career Learning Assessment. All individual case assessments will be made against the minimum academic standards as required by the Standards and IMechE whilst allowing also recognition of learning gained during professional experience in lieu of academic qualifications.
- 7.4 The academic requirements represent the Educational Base on which the lifelong learning of an engineer is based. Initial Professional Development continues the process as laid out in Guidance Materials through to corporate membership and/or registration.

8. Professional Review

- 8.1 All applicants for Corporate Membership shall be subject to the Professional Review, as laid out in the Requirements, and as appropriate EngC Standards, and made public through the membership application forms and Guidance Materials.
- 8.2 Applicants for CEng; IEng and EngTech will be required to provide a Development Action Plan for the Professional Review to demonstrate that they have a structured approach to continuing to develop their competence throughout their career.

9. Continuing Professional Development

- 9.1 Initial Professional Development forms the underpinning competency development for professional registration. A seamless progression is expected from the initial professional development to meet membership requirements to a career-long planned and monitored development to ensure on-going currency and competency.
- 9.2 The IMechE By-Laws (31.3) and Code of Conduct place an obligation on Members to demonstrate a commitment to engage in lifelong learning and CPD throughout their careers. Members who are registrants with EngC and are deemed professionally active unless otherwise notified to the IMechE.
- 9.3 A Professional Development Record should be maintained containing Development Action Plans and records of all CPD activities.

Code of Conduct Regulations

Pursuant to By-Law 30

Approved by the Trustee Board on 21 April 2021

Members are specifically referred to By-Law 30, which sets out the core ethical obligations for all members of the Institution. The following Regulations are founded on the principles contained within this By-Law and the Statement of Ethical Principles published in a joint RAE/Engineering Council statement dated 2017.

CODE OF CONDUCT FOR ALL MEMBERS

CR1 All members shall act with care and competence:

- They shall maintain their professional knowledge and are to maintain a record of continuing professional development.
- They shall only undertake professional services in areas of their current competence.
- They shall disclose any relevant limitations of their competence to undertake professional work.
- They shall comply with obligations for health and safety.
- They shall quantify, balance and limit risk in all aspects of professional work, including with those who are working under their authority.
- They shall ensure that they maintain adequate professional indemnity insurance either via their employer or personally.

CR2 All members shall act with integrity and in a reliable and trustworthy manner:

- They shall not mislead or allow others to be misled knowingly.
- They shall respect confidentiality obligations, express or implied.
- They shall present and review engineering evidence, theory and interpretation honestly, accurately and without bias.
- They shall avoid deceptive acts and refrain from corrupt practices.
- They shall reject bribery and to record gifts or hospitality received.
- They shall declare conflicts of interest or loyalty.
- They shall not implicate the Institution in oral or written correspondence.
- They shall treat all others with respect.

CR3 All members shall engage responsibly with the environment:

- They shall recognise the importance of socio-economic and environmental factors.
- They shall comply with obligations for environmental protection.
- They shall take account of the needs of a diverse environment, while never knowingly or deliberately wasting or carelessly using natural resources.
- They shall balance the needs of the present with the needs of future generations.

CR4 All members shall contribute positively to the culture and public perception of the profession and the Institution:

- They shall contribute to public discussion on engineering matters within their own area of competence and in an objective, clear and truthful manner.
- They shall take positive action when they encounter unmanaged risk or malpractice.
- They shall advocate and support the extension of ethical practices and respect the rights and reputations of others.
- They shall support and encourage equality, diversity and inclusion.
- They shall take positive action to address conscious or unconscious bias in themselves and others.

- They shall identify and draw attention to bad behaviour and not to overlook it.

Further guidance can be found at the **Code of Conduct Instructions** document.

Disciplinary Regulations

Pursuant to By-Law 34:

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

Amended and approved by the Trustee Board on 17 March 2021

INTERPRETATION

- DR1. In these regulations, words denoting the masculine gender include the feminine gender and vice versa. Words in the singular include the plural and vice versa.
- DR2. Unless defined in the following list, words and expressions used in these regulations have the meaning assigned to them in the By-Laws.

Term	Meaning
Appeals Panel	The Panel appointed by the Trustee Board and from which the Appeals Board members are nominated.
Appeals Board	The group of three members nominated by the chair of the Appeals Panel to hear an appeal.
Appellant	A party making an application for an appeal.
Audit and Risk Committee	A committee set up by and that reports to the Institution Trustee Board on matters of audit and risk.
Assessor	An Institution member appointed by the Trustee Board to exercise the functions of an Assessor under these regulations.
Code of Conduct	The Institution's Code of Conduct as set out in the Institution Code of Conduct Regulations.
Complainant	A person who makes a complaint within the meaning of these regulations.
complaint	An allegation that a member of the Institution has committed improper conduct.
consensual disposal	A finding of improper conduct and a suitable sanction as agreed by authorised parties.
Defendant	The Institution member against whom a complaint or complaints have been made.
Disciplinary Panel	The standing committee appointed by the Trustee Board and from which the Disciplinary Board members are nominated.
Disciplinary Board	The group of three members nominated by the chair of the Disciplinary Panel to hear a case.

improper conduct	Conduct as defined in By-Law 33 of the By-Laws of the Institution.
Institution	The Institution of Mechanical Engineers.
Institution member	An Institution member of any class referred to in By-Law 2.
Interim Suspension order	An order made by an Assessor by which a Defendant is suspended from one or more volunteer roles they hold within the Institution.
Investigating Panel	The standing committee appointed by the Trustees and from which the Investigating Board members are nominated.
Investigating Board	The group of three members nominated by the chair of the Investigating Panel to investigate a complaint.
lay member	A person who is appointed to the Investigating Panel, the Disciplinary Panel or the Appeals Panel but who is not an Institution member.
legal advisor	A solicitor or barrister with a 10-year general qualification within the meaning of section 71 of the Courts and Legal Services Act 1990 retained to advise on matters of law and procedure under these regulations.
Legally Qualified	A solicitor or barrister with a 10-year general qualification within the meaning of section 71 of the Courts and Legal Services Act 1990 retained to chair the Appeals Board under these regulations.
Nominations Committee	A committee set up by and that is responsible to the Trustee Board for developing and managing the Institution's governance procedures.
parties	The Institution and any Institution member in respect of whom a complaint is being dealt with under these regulations.
vexatious	Intended to harass, distress, annoy, tease, agitate, disturb or otherwise cause trouble.

PRINCIPLES

Public interest

DR3. The Institution shall prioritise the public interest over the rights of individual Institution members; this is consistent with its responsibilities as a charity. In relation to these regulations the term 'public interest' is deemed to include:

DR3.1. the protection of members of the public; and

DR3.2. the maintenance of public confidence in the profession and in the Institution.

Standard of proof

DR4. The standard of proof in relation to the factual allegations in an investigation is that an Investigating Board is satisfied that there is a realistic prospect of the facts of the complaint being proved and a realistic prospect of serious improper conduct by the Defendant being established.

DR5. In relation to the factual allegations at a hearing before the Disciplinary Board the burden of proof rests with the Institution. The standard of proof is the balance of probabilities.

GENERAL PROVISIONS

The Trustee Board

- DR6. In addition to the requirements set out in the By-Laws, the Trustee Board shall, from time to time:
- DR6.1. formally review the Disciplinary Regulations as recommended by the Audit & Risk Committee; and
 - DR6.2. require the Audit and Risk Committee to:
 - a. make, maintain and operate suitable audit processes for the processes and procedures of the Assessors, Investigating Panel and Investigating Board, Disciplinary Panel and Disciplinary Board and the Appeals Panel and Appeals Board; and
 - b. report its audits of these processes to the Trustee Board at regular agreed intervals and as otherwise needed; and
 - c. recommend to the Trustee Board when a formal review of these Disciplinary Regulations should be carried out; and
 - DR6.3. require the Nominations Committee to:
 - a. appoint Assessors, an Investigating Panel, Disciplinary Panel and Appeals Panel, in accordance with these regulations; and
 - b. appoint chairs of the Investigating Panel, Disciplinary Panel and Appeals Panel, from among the persons appointed at DR6.3a; and
 - c. review the composition of the Assessors, Investigating Panel, Disciplinary Panel and Appeals Panel annually; and
 - DR6.4. arrange for the names and the interests of the persons appointed as Assessors and to the Investigating Panel, Disciplinary Panel and Appeals Panel to be published on the Institution website. Interests shall include a summary career profile and, for Institution members, the members' membership grade, Engineering Council registration category, current and past membership of Institution Boards or Committees and subject interest groups.
 - DR6.5. Require the Chief Executive to appoint a member of staff to receive complaints.
- DR7. Members of the Trustee Board shall not concurrently serve as an Assessor or on the Investigating Panel, Disciplinary Panel or Appeals Panel, and no member of any of those groups shall concurrently serve on the Trustee Board. Former members of the Trustee Board may serve in any of these capacities, but only with respect to complaints received by the Institution after the date on which they ceased to be a Trustee Board member.

Appointments

- DR8. All roles referred to in these regulations shall, except where specified otherwise, be filled by Institution members. Institution members appointed to roles described in these regulations shall be Institution members of any membership grade who are professionally registered through the Institution with the Engineering Council as either an Engineering Technician, an Incorporated Engineer or a Chartered Engineer.
- DR9. Appointments to roles described in these regulations, with the exception of staff appointed by the Chief Executive, shall be:

- DR9.1. by application, against role descriptors that specify the expertise, experience and competence required; and
- DR9.2. for a fixed period of five years, after which at least three years shall elapse before the person may be reappointed to a role they previously held. A term of office may be extended beyond five years with the approval of the Nominations Committee.
- DR10. A retiring Assessor or member of the Investigating Panel, Disciplinary Panel or the Appeals Panel, who is not reappointed but has started working on a case shall continue in office until their work on that complaint is completed, unless any new appointment generates a conflict of interests with regard to the case being considered.
- DR11. Persons appointed to any role set out in these regulations shall not concurrently serve in any other role set out in these regulations. Neither shall they, when they have been involved in a case in one role, be involved in that case in a different role.

Confidentiality

- DR12. Individuals appointed to roles described in these regulations have a duty to preserve the confidentiality of any information regarding the complaint, the Complainant, the Defendant and the Institution, subject to law, or the need to disclose such information in order to fulfil their duties under these regulations.

Costs

- DR13. Each party to an assessment, investigation or a hearing shall bear their own costs, subject to these regulations.
- DR14. Where the Disciplinary Board finds the Defendant not guilty of improper conduct, it may with the agreement of a simple majority of its members recommend to the Trustee Board that the whole or any part of the Defendant's costs in respect of any or all parts of the disciplinary procedure be paid out of the funds of the Institution.
- DR15. Any person or body, other than the Investigating Panel or Board, appealing against a decision at a hearing shall pay an administration charge. The amount of the charge shall be set and published from time to time, by the Disciplinary Panel. Appeals shall only be heard when accompanied by the charge; charges shall be refunded if the appeal is upheld.

Meetings and hearings

- DR16. Where practical and appropriate, meetings and hearings referred to in these regulations shall be conducted by means of telephone or video conferencing.

MAKING A COMPLAINT

- DR17. Any person, whether or not they are an Institution member, may allege that an Institution member is guilty of improper conduct.
- DR18. Complaints shall be made in writing (which includes electronic means) on a Complaint Form that sets out the basic requirements needed for a complaint to be considered.
- DR19. The Complaint Form shall contain a clause that informs the Complainant that their identity and the nature of their complaint, along with the evidence they provide, may be disclosed to the Defendant and to others involved in the disciplinary process, including third parties who may be asked to provide evidence.

TRIAGE

Definition

- DR20. Triage is a process in which a complaint is reviewed to determine whether it is in scope and whether it should be formally investigated. The Triage process shall also, where appropriate, recommend alternative and more relevant methods of dispute resolution.

The Clerk to the Assessors

- DR21. The Institution Chief Executive shall appoint a member of staff to act as the Clerk to the Assessors; that appointment shall be subject to approval by the Trustee Board. The role of the Clerk is to provide administrative support to the Assessors, including the first stage of Triage.
- DR22. On receipt of a complaint, the Clerk to the Assessors shall undertake a preliminary review to determine whether the complaint is in scope. Only the information provided by the Complainant shall be considered. To be in scope the complaint shall:
- DR22.1. be about the conduct of someone who is currently an Institution member; and
 - DR22.2. identify the nature of the alleged improper conduct.
- DR23. If the complaint is in scope the Clerk to the Assessors shall pass the complaint to a suitable Assessor. The name of the Assessor to whom the complaint is passed shall not be published.
- DR24. When a complaint is not in scope the Clerk to the Assessors shall:
- DR24.1. inform the Complainant that the complaint is not in scope, explain how the decision was reached and inform them of their right to a review of that decision; and
 - DR24.2. offer the Complainant, where relevant, guidance about alternative ways to resolve their concerns.
- DR25. The Defendant shall not be informed of the complaint against them at this stage.

The Assessor

- DR26. Sufficient Assessors shall be appointed such that there are enough Assessors to meet the demand while ensuring that they are sufficiently active in their role so as to maintain currency.
- DR27. The role of the Assessor shall be to make an initial assessment about the complaint.

Joinder

- DR28. Unless it would undermine the fairness of the proceedings to do so, the Assessor may assess complaints against two or more Defendants at the same time, where the complaint about each Defendant arises from the same circumstances.

The assessment

- DR29. Upon receipt of the complaint the Assessor shall:
- DR29.1. confirm that the complaint is in scope; and
 - DR29.2. identify whether the complaint should be referred for resolution through an alternative process, either within the Institution or elsewhere; and
 - DR29.3. identify the nature of the alleged improper conduct; they may use their judgment to identify other potential improper conduct indicated by the alleged events but not identified by the Complainant.

- DR30. The Assessor may ask the Complainant to provide additional written information or evidence.
- DR31. The Assessor shall complete their review as soon as is practical, taking into account the nature and complexity of the complaints.

Conflicts

- DR32. On being passed a complaint by the Clerk to the Assessors, the Assessor shall declare any known conflicts of interest. Where an Assessor has a conflict of interest, that Assessor shall not undertake the Assessment but shall pass the complaint back to the Clerk to the Assessors to record the conflict and to assign another Assessor.

Assessment outcomes

- DR33. The Assessor shall dismiss the complaint if satisfied that the complaint:
- DR33.1. is not in scope; or
 - DR33.2. should be referred for resolution through an alternative process, either within the Institution or elsewhere; or
 - DR33.3. does not amount to improper conduct or that there is no potential improper conduct indicated by the alleged events but not identified by the Complainant.
- DR34. If the Assessor is not satisfied that it is appropriate to dismiss the complaint, they shall refer it to the Investigating Panel.

Interim Suspension Order

- DR35. Where necessary to protect the public, the reputation of the profession or the Institution, the Assessor may make an Interim Suspension Order. Such an order may be made only when the Assessor decides to refer the case to the Investigating Panel, as at DR34.
- DR36. While subject to an Interim Suspension Order the Defendant may not take on any additional volunteer roles on behalf of or within the Institution.
- DR37. Neither the Defendant's Institution membership nor their professional registration may be suspended as part of an Interim Suspension Order.
- DR38. A Defendant who is subject to an Interim Suspension Order shall be notified, in writing, of the suspension as soon as is practicable. The notice shall include:
- DR38.1. the date on which the Interim Suspension Order will come into effect which shall not be earlier than the date the notice is deemed served; and
 - DR38.2. the right to request a review of the Interim Suspension order (DR127 to DR129).
- DR39. An Interim Suspension Order shall last until the disciplinary process is complete, subject to the review at DR38.2.

Due Process

- DR40. Subject to these regulations, the Investigating Panel shall develop and maintain the Assessors' processes and procedures in a way that ensures a fair, honest and unconflicted approach; that approach shall include informing complainants and any Defendants who are aware of the proceedings of progress at least every two months. The processes and procedures shall include guidance on the application of Interim Suspension Orders, subject to the approval of the Trustee Board. Those processes and procedures shall be published by the Institution.

INVESTIGATION

Definition

DR41. An investigation is the process that aims to gather evidence regarding the facts, as far as is needed to reach a reasonable view about whether there is a realistic prospect of:

DR41.1. the facts of the complaint being proved; and

DR41.2. establishing improper conduct by the Defendant.

The Clerk to the Investigating Panel

DR42. The Institution Chief Executive shall appoint a member of staff to act as the Clerk to the Investigating Panel; that appointment shall be subject to approval by the Trustee Board. The role of the Clerk is to provide administrative support to the Investigating Panel and the Investigating Boards.

The Investigating Panel and the Investigating Board

DR43. The Investigating Panel shall be a standing committee consisting of a pool of at least twelve members, three quarters of whom shall be Institution members and a quarter shall be lay members.

DR44. The role of the Investigating Panel shall be to investigate complaints referred to it by an Assessor.

DR45. The chair of the Investigating Panel shall appoint an Investigating Board to investigate complaints referred by an Assessor. The names of persons so appointed shall not be published.

DR46. The Investigating Board shall comprise at least three members of the Investigating Panel, of whom one shall be a lay member; three members shall form a quorum. The composition of the Investigating Board shall be such that it can fairly take into account any particular characteristic of the parties that is relevant to the complaint, or that might otherwise affect the fairness, or perception of fairness, of the decisions made. To achieve this, they may co-opt members, who may be Institution members or lay members.

DR47. The Investigating Board shall carry out the investigation, making all judgments and determinations as if it was the full Investigating Panel.

DR48. The Investigating Panel shall report its activities in writing annually to the Trustee Board. The report shall cover resources, training, duration of investigations, and the general nature of investigations (while not disclosing Defendants' identities).

Conflicts and objections

DR49. Investigating Panel members shall declare any known conflicts of interest when asked to take part in an investigation. Where a member has a conflict of interest that member shall not take part in the investigation. When there is doubt about a conflict of interests, the chair of the Investigating Panel shall decide.

DR50. Before an investigation begins, the Complainant shall be asked whether they object to any member of the Investigating Panel taking part in the investigation and, if so, why. Objections shall lead to the exclusion of the Investigating Panel member unless the chair of the Investigating Panel determines that the objection is simply vexatious. Legal opinion may be sought on whether conflicts of interest exist.

Joinder

DR51. Unless it would undermine the fairness of the proceedings to do so, the Investigating Board may investigate complaints against two or more Defendants at the same time, where:

DR51.1. the complaint about each Defendant arises from the same circumstances; or

DR51.2. the Investigating Panel considers it just to do so.

The investigation

DR52. The Investigating Board will consider the complaint in private.

DR53. Upon referral by the Assessor, the nominated Investigating Board shall consider the complaint and shall:

DR53.1. investigate only to the point at which it can fairly assess whether the complaint should be referred for a hearing or should be dismissed; and

DR53.2. weigh up the available information and decide whether there is a realistic prospect of a finding of improper conduct that the complaint will be upheld, based on the information available.

DR54. Should the Investigating Board identify other potential improper conduct indicated by the alleged events but not identified by the Complainant or the Assessor, it may investigate the potential improper conduct it has identified as if it had been part of the original complaint.

DR55. The Investigating Board shall determine whether the complaint:

DR55.1. is in scope; and

DR55.2. is appropriate for resolution through the Disciplinary Regulations; and

DR55.3. could amount to improper conduct.

DR56. The Investigating Board may at any time make such enquires or obtain such material as necessary to carry out their duties; this may include:

DR56.1. requesting additional information or evidence from any other person; and

DR56.2. obtaining the opinion of an expert in a relevant field; and

DR56.3. instructing solicitors or other persons to carry out investigations or make further inquiries.

DR57. If the Investigating Board determines that the complaint meets the conditions set out in DR55, it shall:

DR57.1. provide the Defendant with particulars of the complaint and copies of any relevant evidence in the possession of the Investigating Board, and provide a reasonable opportunity to submit representations in writing; and

DR57.2. provide the Complainant with a reasonable opportunity to submit any representations in writing, arising from any representations made by the Defendant.

Adjournments

DR58. Where the subject matter of the complaint is subject to a criminal or regulatory investigation, Ombudsman investigation, or criminal or civil proceedings in any court or tribunal in any jurisdiction the Investigating Board may, if satisfied that it is appropriate to do so, adjourn its

consideration of the complaint until the conclusion of any such investigation or proceedings, or such other time as it may determine.

Interim Suspension Order

- DR59. Where necessary to protect individuals, the reputation of the profession or the Institution, the Investigating Board may make an Interim Suspension Order, subject to DR35 to DR39 in these regulations.

Investigation outcomes

- DR60. Decisions of the Investigating Board shall be made by a simple majority.
- DR61. If, taking account of the complaint and the information gathered at DR56 and DR57, the Investigating Board is satisfied that there is a realistic prospect of the facts of the complaint being proved and a realistic prospect of establishing improper conduct by the Defendant, and that consensual disposal is not appropriate, it may refer the complaint for a hearing. No more than 21 days after the Investigating Board determines to refer a case for a hearing the Investigating Board shall, in writing, inform the Disciplinary Panel and the Defendant of the referral.
- DR62. In any other case, the Investigating Board shall dismiss the complaint and inform the Complainant and the Defendant about whom the complaint was made. The Investigating Board shall inform the parties of its decision in writing, with reasons, within 28 days.

Consensual disposal

- DR63. The parties may agree to a finding of improper conduct and to a consensual disposal if:
- DR63.1. there is no material dispute of fact; and
 - DR63.2. the Investigating Board concludes that the improper conduct identified is not serious enough to warrant referral for a hearing; and
 - DR63.3. the Complainant has been afforded a reasonable opportunity to make representations on the proposed disposal and these have been taken into account; and
 - DR63.4. there is no benefit to the public interest from referring the complaint for a hearing.
- DR64. The consensual disposals that may be applied shall be:
- DR64.1. a letter of advice to the Defendant with regards to their future conduct; or
 - DR64.2. a warning to the Defendant with regards to their future conduct.
 - DR64.3. a record of the consensual disposal on the membership register.

Due process

- DR65. Subject to these regulations, the Investigating Panel, shall set and operate its own processes and procedures in a way that ensures a fair, honest and unconflicted approach and ensures that Complainants and Defendants are kept informed of progress at appropriate stages. Those processes and procedures shall be published by the Institution.

HEARING

Definition

The Clerk to the Disciplinary Panel

- DR66. The Institution Chief Executive shall appoint a member of staff to act as the Clerk to the Disciplinary Panel; that appointment shall be subject to approval by the Trustee Board. The role of the Clerk is to provide administrative support to the Disciplinary Panel and the Disciplinary Board.

The Disciplinary Panel and the Disciplinary Board

- DR67. The Disciplinary Panel shall be a standing committee consisting of a pool of at least twelve members, three quarters of whom shall be Institution members and a quarter shall be lay members.
- DR68. The role of the Disciplinary Panel shall be to hear complaints referred to it by the Investigating Panel.
- DR69. The chair of the Disciplinary Panel shall appoint a Disciplinary Board to hear a case presented by the Investigating Board. The names of persons so appointed shall not be published.
- DR70. The Disciplinary Board shall comprise at least three members of the Disciplinary Panel, of whom one shall be a lay member; three members shall form a quorum. The composition of the Disciplinary Board shall be such that it can fairly take into account any particular characteristic of the parties that is relevant to the case, or that might otherwise affect the fairness, or perception of fairness, of the decisions made. To achieve this, they may co-opt members, who may be Institution members or lay members.
- DR71. This group shall conduct the hearing, making all judgments and determinations as if it was the full Disciplinary Panel.
- DR72. Decisions of the Disciplinary Board shall be made by a simple majority.
- DR73. The Disciplinary Panel shall report its activities in writing annually to the Trustee Board. The report shall cover resources, training, the general nature of hearings (while not disclosing Defendants' identities except where these have already been published through due process) and appeals following hearings.
- DR74. The Disciplinary Panel shall publish and maintain procedures for the preparation and conduct of hearings, consistent with these regulations.

Conflicts and objections

- DR75. Disciplinary Panel members shall declare any known conflicts of interest when asked to take part in a hearing. Where a member has a conflict of interest that member shall not take part in the hearing. When there is doubt about a conflict of interests, the chair of the Disciplinary Panel shall decide.
- DR76. Before a hearing takes place, the Complainant and the Defendant shall be asked whether they object to any member of the Disciplinary Panel members taking part in the hearing and, if so, why. Objections shall lead to the exclusion of the Disciplinary Panel member, unless the chair of the Disciplinary Panel determines that the objection is simply vexatious.

Joinder

- DR77. Unless it would undermine the fairness of the proceedings to do so, the Disciplinary Board may consider charges against two or more Defendants at the same hearing where:
- DR77.1. the case against each Defendant arises from the same circumstances; or

DR77.2. the Disciplinary Board considers it just to do so.

Hearing preparation

- DR78. Service and inspection of evidence shall be undertaken in accordance with the procedures of the Disciplinary Panel as per DR74.
- DR79. The Disciplinary Board shall notify the Defendant of the charge as soon as possible and in any event no fewer than 45 days prior to the date of the hearing.
- DR80. The Defendant shall be informed of the date of the hearing and of the procedures to be adopted by the Disciplinary Board, including the Appeals Procedure. They shall be supplied with a copy of the complaint and of all documents provided to the Disciplinary Board in accordance with DR78.
- DR81. The Disciplinary Board shall publish the date of the hearing along with the name of the Defendant on the Institution website and in appropriate Institution publications. The nature and details of the complaint shall not be published.

The hearing

- DR82. Hearings shall normally be held in public. The Complainant and the Defendant may apply to the Disciplinary Board for all or part of the hearing to be held in private. The Disciplinary Board shall take legal advice on any such application before deciding whether to allow all or part of the hearing to be held in private.
- DR83. All hearings shall be audio recorded; an independent person shall be present at the hearing to take and produce the minutes.
- DR84. The Disciplinary Board shall normally be assisted by a Legal Advisor. All legal advice given to the Disciplinary Board during a hearing shall be given in open session where it may be challenged by the parties involved in the hearing.
- DR85. The Investigating Board may conduct its own case by one of its members nominated for the purpose, or it may be represented by a solicitor or by counsel.
- DR86. If the Disciplinary Board is satisfied that the Defendant has been properly notified of the hearing in accordance with these rules, it may proceed in their absence.
- DR87. The Disciplinary Board may allow expert witnesses to be called as required.
- DR88. The Disciplinary Board may admit any evidence, where it is fair to do so, which is relevant to the case.
- DR89. The Disciplinary Board may amend the charges up until it makes its findings of fact.
- DR90. The Disciplinary Board may adjourn a hearing at any stage.
- DR91. Where a Defendant has been convicted of a criminal offence, a certificate of conviction certified by a competent officer of a court in the United Kingdom or, in other jurisdictions, an equivalent document, shall be conclusive proof of the conviction and the findings of fact upon which the conviction is based shall be admissible as proof of those facts.
- DR92. Where the Defendant has been the subject of proceedings by a court or tribunal other than a criminal court, any facts found proved by that court or tribunal shall be proof of those facts, unless the defendant proves them to be inaccurate.
- DR93. The chair of the Disciplinary Board shall read out the charges against the Defendant and ask in respect of each alleged fact whether they are admitted or denied.

- DR94. Where the Defendant has admitted a fact, the Disciplinary Board shall declare that the fact has been proved.
- DR95. A representative for the Investigating Board, which may include a legal representative, will set out a summary of the evidence supporting the charges. The Investigating Board representative may call witnesses as to facts.
- DR96. At the conclusion of the Investigating Board's case, where the Disciplinary Board is satisfied that it is right in all the circumstances to do so, it may determine that the charges are not well founded and determine that there is no case to answer.
- DR97. Each party, or their representatives, may call witnesses and may cross-examine witnesses called by the other party.
- DR98. Each party, if present, has the right to make final submissions to the committee on the evidence concerning the charges.
- DR99. During the hearing the Disciplinary Board may ask questions or make enquiries of the parties, or witnesses.
- DR100. The Disciplinary Board shall consider whether it finds the charges proved, retiring to deliberate in private as necessary.
- DR101. The Disciplinary Board shall announce whether it finds the facts of the case proved.
- DR102. The parties shall be permitted to make representations, including their final submissions, as to whether the facts of the case that are proved amount to a case of improper conduct.
- DR103. The Disciplinary Board shall retire to deliberate in private as necessary.
- DR104. The Disciplinary Board shall announce whether it finds the facts proved to amount to improper conduct.
- DR105. Where the Disciplinary Board has determined that some or all of the charges have been proved, or where the Defendant has admitted some or all of the facts, it shall:
- DR105.1. ask the Institution to disclose any previous conduct record against the Defendant; and
 - DR105.2. ask whether the Defendant has provided, or wishes to provide, any additional mitigation including the calling of any witness evidence as to mitigation; and
 - DR105.3. invite both parties to make final submissions as to whether or not the facts found proved amount to improper conduct.
- DR106. The Disciplinary Board shall weigh up the available evidence and decide which position is most probably true, that of the Investigating Board or that of the Defendant. Where accounts provided by the parties are both equally credible, the Disciplinary Board shall take particular account of the need for the Institution to protect the public and the reputation of the profession.

Sanctions

- DR107. The Disciplinary Board shall consider what sanction, if any, to apply, retiring to deliberate in private as necessary.
- DR108. The following sanctions shall be available to the Disciplinary Board in respect of Institution members found guilty of improper conduct:
- DR108.1. **Admonition:** a written notice that the member's conduct was not acceptable, without any loss of the rights and privileges of membership; the notice shall make

clear that any further finding of improper conduct may lead to a more serious sanction, as set out in these regulations, or to a requirement that the Defendant shall pay a specified sum of money as a contribution to the costs of the proceedings; or

- DR108.2. **Reprimand:** a written notice of severe reproof of the member's conduct, without any loss of the rights and privileges of membership; the notice shall make clear that any further finding of improper conduct may lead to a more serious sanction, as set out in these regulations, or to a requirement that the Defendant shall pay a specified sum of money as a contribution to the costs of the proceedings; or
- DR108.3. **Suspension:** the Defendant shall be temporarily removed from the Institution membership for a stated period of up to twelve months; during the suspension the Defendant shall be denied all rights and privileges of membership, shall not be liable to pay any further subscription or fees referable to that period and shall have no right to any refund of subscription or other fees paid in respect of periods yet to expire; the Defendant shall be warned that any further finding of improper conduct may lead to a more serious sanction, as set out in these regulations, or to a requirement that the Defendant shall pay a specified sum of money as a contribution to the costs of the proceedings; or
- DR108.4. **Expulsion:** the Defendant shall be permanently removed from Institution membership and cease to qualify for any rights and privileges of membership without any right to any refund of subscription or other fees paid in respect of periods yet to expire.
- DR109. Decisions about which, if any, sanction to apply shall be by simple majority of the Disciplinary Board.
- DR110. The Disciplinary Board shall announce what sanction, if any, is to be applied.
- DR111. **Expulsion and suspension.** Where the Disciplinary Board determines that a Defendant be expelled or suspended in accordance with DR108, the expulsion or suspension shall take effect immediately from the Chief Executive's written confirmation of the penalty, so far as practicable, notwithstanding any subsequent appeal. If the Defendant to be expelled is an Engineering Council registrant whose registration is through their Institution membership, their registration shall also be removed. If the Defendant to be expelled is an Engineering Council registrant whose registration is through another Professional Engineering Institution, the Engineering Council must be informed.
- DR112. **Reprimand and admonition** Where the Disciplinary Board determines that a reprimand or admonition be given in accordance with DR108, the Defendant shall attend at a time and venue determined by the Institution, where the reprimand or admonition shall be delivered by the chair of the Disciplinary Panel, in the presence of the chair of the Investigating Panel and the Chief Executive. A written copy of the reprimand or admonition shall be provided to the Defendant.

Due process

- DR113. Subject to these regulations, the Disciplinary Panel may regulate its own processes and procedures, including those for the preparation and conduct of hearings, in a way that ensures a fair, honest and unconflicted approach, and ensures that Complainants and Defendants are kept informed of progress at appropriate stages. Those processes and procedures shall be published by the Institution.

APPEALS

DR114. There are three grounds on which appeals may be permitted:

- DR114.1. the decision was unreasonable or could not be supported by the evidence; or
- DR114.2. there was a serious procedural irregularity in the proceedings; or
- DR114.3. the sanction applied was not commensurate with the offence.

DR115. An Appellant may withdraw their notice of appeal at any stage.

DR116. Decisions in respect of any appeal shall be by simple majority of those hearing the appeal.

DR117. Decisions made during appeals and reviews are final and conclusive, except in cases in which an expelled Defendant has lost their Engineering Council registration as a result of the disciplinary process. In such cases the Defendant has the right of appeal to the Engineering Council.

DR118. Unless otherwise stated in these regulations, appeal decisions and the reasons for them shall be communicated in writing by the Chief Executive to the Appellant within 28 days of the decision being made.

DR119. Where the Appeals Panel rescinds a penalty or reduces it in severity the Defendant's membership records shall be amended accordingly and where applicable, any rights and privileges previously removed shall be restored as soon as practicable.

Appeal against Clerk to the Assessor's decisions

DR120. The Complainant may appeal against a decision that a complaint is not in scope. If the Complainant appeals:

- DR120.1. The appeal shall be passed to a suitable Assessor for review; and
- DR120.2. the Assessor shall consider only the original information provided and their decision shall be based on the criteria at DR22; and
- DR120.3. if the Assessor upholds the appeal the complaint shall be passed to a nominated Assessor who shall not be the same Assessor who heard the appeal. If the appeal is rejected there shall be no further right of appeal.

DR121. An appeal shall only go forward if it:

- DR121.1. is in writing addressed to the Clerk to the Assessors; and
- DR121.2. is received within 28 days of the date on which the Institution served notice of the decision that is being appealed; and
- DR121.3. specifies the grounds and/or evidence relied on in support of the appeal.

Appeal against Assessor's decisions

DR122. There is no right of appeal of a decision to refer the complaint to the Investigating Panel.

DR123. The Complainant may appeal against a dismissal of the complaint by the Assessor. This appeal shall be considered by three members of the Investigating Panel appointed by the chair of the Investigating Panel for that purpose.

DR124. An appeal shall only go forward if it:

- DR124.1. is in writing addressed to the Clerk to the Investigating Panel; and

DR124.2. is received within 28 days of the date on which the Institution served notice of the decision that is being appealed; and

DR124.3. specifies the grounds and/or evidence relied on in support of the appeal.

DR125. If an appeal against dismissal of the complaint by the Assessor is upheld, the complaint shall be passed to the Investigating Panel for consideration. The three members of the Investigating Panel who heard the appeal may not take part in the investigation.

DR126. If an appeal against dismissal of the complaint by the Assessor is not upheld by the Investigating Panel, there shall be no further right of appeal.

Review of Interim Suspension Order

DR127. If the Defendant requests a review of an Interim Suspension Order, that review shall take place within two weeks of the date on which the Defendant's request was received by the Institution.

DR128. The review shall be carried out by the Appeals Panel. The Assessor who ordered the suspension and the Defendant shall be provided with a reasonable opportunity to submit representations to the review.

DR129. A Defendant who has requested a review of an Interim Suspension Order shall be notified, in writing, of the outcome of the review as soon as is practicable. The Defendant may only request a further review on the grounds that circumstances have changed such that the Interim Suspension Order is no longer necessary. The Appeals Panel Chair shall decide whether to allow the Appeal.

Appeal against Investigating Board decisions

DR130. There is no right of appeal of a decision by an Investigating Board to refer the complaint for a hearing.

DR131. There is no right of appeal against a consensual sanction by an Investigating Board.

DR132. The Complainant may appeal against a dismissal of the complaint by the Investigating Board. This appeal shall be considered by three members of the Investigating Panel appointed by the chair of the Investigating Panel for that purpose. The three members of the Investigating Panel who took part in the Investigation shall not hear the appeal.

DR133. An appeal shall only go forward if it:

DR133.1. is in writing addressed to the Clerk to the Investigating Panel; and

DR133.2. is received within 28 days of the date on which the Institution served notice of the decision that is being appealed to the party making the appeal; and

DR133.3. specifies the grounds and/or evidence relied on in support of the appeal.

DR134. If an appeal against a decision of the Investigating Board is dismissed there is no further right of appeal.

Appeal against a Disciplinary Board decision

DR135. Where the Disciplinary Board finds the Defendant guilty of improper conduct:

DR135.1. The Defendant may appeal against the finding or the outcome and sanction, or both, within 28 days of the date of notification of the finding; and

- DR135.2. The Investigating Board may appeal against the sanction imposed on the grounds that it is unduly lenient, within 28 days of the date of notification of the sanction.
- DR136. Where the Disciplinary Board finds the Defendant not guilty of improper conduct the Investigating Board may appeal against the finding, within 28 days of the date of notification of the finding;
- DR137. An appeal against a Disciplinary Board decision shall go forward to the Appeals Panel Chair if:
- DR137.1. It is in writing addressed to the Clerk to the Appeals Panel; and
- DR137.2. It is received within 28 days of the date on which the Institution served notice of the decision that is being appealed to the party making the appeal; and
- DR137.3. It specifies the grounds and/or evidence relied on in support of the appeal; and
- DR137.4. the administration charge determined at DR15 has been paid.
- DR138. An appeal shall only be allowed to proceed to an Appeals Board hearing with the permission of the Appeals Panel Chair and permission may be given where he or she determines that one or more of the grounds of appeal has a realistic prospect of success.
- DR139. If an appeal against a decision of the Disciplinary Board is dismissed there is no further right of appeal except as stated in DR117.

Appeals Panel and Appeals Board

- DR140. The Appeals Panel shall be a pool of at least twelve people half of who are Institution members and half of whom are lay members.
- DR141. The role of the Appeals Panel shall be to hear appeals against the decisions made by the Disciplinary Board.
- DR142. The chair of the Appeals Panel shall appoint an Appeals Board to hear an appeal. The names of persons so appointed shall not be published.
- DR143. The Appeals Board shall comprise at least three members of the Appeals Panel, of whom one shall be a Legally Qualified lay member who shall chair the Appeals Board. Three members shall form a quorum. The composition of the Appeals Board shall be such that it can fairly take into account any particular characteristic of the parties that is relevant to the case, or that might otherwise affect the fairness, or perception of fairness, of the decisions made. To achieve this, they may co-opt members, who may be Institution members or lay members.
- DR144. The Appeals Board shall conduct the appeal, making all judgments and determinations as if it was the full Appeals Panel.

Conflicts and objections

- DR145. Appeals Panel members shall declare any known conflicts of interest when asked to take part in an appeal. Where a member has a conflict of interest that member shall not take part in the appeal. When there is doubt about a conflict of interests, the chair of the Appeals Panel shall decide.
- DR146. Before an appeal begins, both parties shall be asked whether they object to any member of the Appeals Panel taking part in the appeal and, if so, why. Objections shall normally lead to the exclusion of the Appeals Panel member unless the chair of the Appeals Panel determines that the objection is simply vexatious.

The Clerk to the Appeals Panel

DR147. The Institution Chief Executive shall appoint a member of staff to act as the Clerk to the Appeals Panel; that appointment shall be subject to approval by the Trustee Board. The role of the Clerk is to provide administrative support to the Appeals Panel and the Appeals Board.

Conduct of appeals

DR148. As soon as reasonably practicable after a notice of appeal has been received, the Appeals Board shall inform the appellant of the date on which the appeal will be heard, the procedures to be adopted by the Appeals Board, and of their right to be represented at the appeal.

DR149. Appeals shall normally be held in public, to be consistent with the Article 6 of the Human Rights Act 1998. The Complainant and the Defendant may apply to the Appeals Board for all or part of the appeal to be held in private. The Appeals Board shall take legal advice on any such application before deciding whether to allow all or part of the appeal to be held in private.

DR150. The Appeals Board shall have full powers to quash, affirm or vary any decision of the Disciplinary Board and may, in addition:

DR150.1. vary any sanction imposed by Disciplinary Board; or

DR150.2. order that the case be reheard and give directions for any such hearing.

DR151. The Appeals Board shall have the power to consider all the evidence available to the Disciplinary Board. The parties to the appeal shall provide the Appeals Board with an appeal bundle and any skeleton arguments or other written submissions at least 14 days in advance of the appeal hearing.

DR152. The Appeals Board shall not hear oral evidence or receive documentation not seen by the Disciplinary Board, unless in exceptional cases the Appeals Board determines otherwise.

DR153. The Appeals Board may adjourn an appeal at any stage.

DR154. The chair of the Appeals Board shall outline the decision which is the subject of the appeal and direct the Appeals Board to any relevant evidence including transcripts of any hearing.

DR155. The Appellant may address the Appeals Board on the grounds of the appeal.

DR156. The Appellant may make a closing address.

DR157. The Appeals Board may then retire to make its decision in relation to the appeal.

DR158. The chair of the Appeals Board shall inform the Appellant whether it will make and announce its decision and reasons on the day of the hearing or in writing at a later date. If the Appeals Board makes and announces its decision and reasons on the day of the hearing, it shall write to the Appellant within 28 days of the date of the hearing to confirm its decision and reasons. If the Appeals Board announces its decision and reasons in writing at a later date, it shall do so within 28 days of the date of the hearing.

Joinder

DR159. When more than one party wishes to appeal against a decision made under the provision of a joinder, as set out in these regulations, they shall submit separate appeals.

DR160. Unless it would undermine the fairness of the proceedings to do so, the Appeals Board may consider appeals from two or more Appellants at the same hearing, where:

DR160.1. the cases arise from the same circumstances; or

DR160.2. the Appeals Board considers it just to do so.

Due process

DR161. Where it is in the interests of justice to do so, the Appeals Board may determine their own procedure and vary any time limits in these rules.

PUBLICATION AND APPLICABILITY

DR162. When the Disciplinary Board finds a Defendant guilty of improper conduct, or when the Investigating Board approves a consensual disposal, it shall publish that decision, together with any penalty imposed, in such manner and to such persons as they deem necessary or desirable with a view to furthering the objects of the Institution. The Disciplinary Board may determine not to publish the finding of the hearing where special reasons exist.

DR163. When the Disciplinary Board finds a Defendant not guilty of improper conduct, the Institution may only publish details of the relevant decision with the agreement of the Defendant. The Defendant may require the Chief Executive to display a notice in the Institution and to notify Institution members that the complaint has been dismissed.

DR164. Publication shall only take place after the conclusion of proceedings. Proceedings are deemed to have concluded:

DR164.1. when a case that has been heard and is the subject of an appeal has concluded with a finding of improper conduct in respect of the Defendant; or

DR164.2. in any other case, when the time limit for any party to file an appeal has expired.

SERVICE OF DOCUMENTS

DR165. Any document or notice to be served under these rules shall be served in person, by a recorded form of post or by email. Such documents and notices shall be deemed served:

DR165.1. if served in person, on the day of service; or

DR165.2. if served by post, on the second business day after the date of posting; or

DR165.3. if served by email, when delivery of the email is confirmed by appropriate electronic means.

RECORD KEEPING

DR166. Details of all complaints and reports of improper conduct shall remain confidential. They shall be retained by the Institution in a secure file kept specifically for that purpose for as long as they may be relevant and shall then be destroyed.

DR167. All sanctions ordered under DR108 shall be recorded on the membership record of the Defendant for as long as that membership record is maintained by the Institution, taking account of DR164 and current legislation, and the requirement to maintain membership records of members:

DR167.1. **suspended**, at least until the suspension period is completed; or

DR167.2. **expelled**, at least until the member is known to be deceased or until the date on which the member reaches or would have reached the age of 100 years, whichever is the sooner.

TRANSITION ARRANGEMENTS

DR168. The following transitional arrangements shall apply:

DR168.1. In respect of any complaint or allegation made to the Institution by a Complainant or informant before these Regulations came into force in respect of which the Defendant has been notified of the date of any hearing, the previous edition of these regulations shall apply, save that if any party seeks to appeal any decision of the Disciplinary Board, any such appeal shall proceed under these regulations.

DR168.2. In respect of any finding of the Disciplinary Board which is the subject of an appeal and in respect of which the Defendant has been notified of the date of any appeal, the previous edition of the regulations shall apply to the conduct of any appeal hearing and the orders which the Appeals Panel or Appeals Board may make. In the event that the Appeals Board determines that the case shall be reheard, the hearing and any subsequent hearings shall proceed under these regulations.

DR168.3. In all other circumstances after the date on which these Rules come into force, these regulations shall apply.

Disciplinary Regulations guidance documents are available on the Institution of Mechanical Engineers' website:

- PC01 Information for prospective complainants
- PC02 Information for members who are subject to a complaint
- PC03 The Code of Conduct
- PC04 Triage
- PC05 Investigations
- PC06 Disciplinary Hearings
- PC07 Appeals and reviews
- PC08 Complaint categories and timescales
- PC09 Confidentiality
- PC10 Conflicts of interest
- PC11 Criminal, civil and other relevant proceedings
- PC12 Interim suspension
- PC13 Consensual disposal
- PC14 Hearings
- PC15 Sanctions
- PC16 Issues that arise in complaints
- PC17 Reporting a civil or criminal conviction

Trustee Board Regulations

Pursuant to By-Laws 57, 58, 59, 60, 61 and 64.

Approved by Corporate Members and Associate Members on 13 October 2025.

TBR1 THE TRUSTEE BOARD

TBR1.1 The Trustee Board shall consist of:

Elected roles:

- The President;
- Two Deputy Presidents;
- Three General Trustees (or such greater or lesser number as the Trustee Board may from time to time determine)

Appointed roles:

- Up to three Chairs of Trustee Board Committees (such Boards or Committees as the Trustee Board may from time to time determine)
- Any persons co-opted in accordance with TBR1.7 below.
- Any persons filling a casual vacancy in accordance with TBR1.8.

TBR1.2 The Trustee Board shall include within its membership at least:

- Three Fellows of the Institution
- One who must be aged less than 30 years at the commencement of such member's term of office;
- One who shall have spent a continuous period of at least ten years living and working in a professional capacity outside the British Isles, and at the time of commencing their term of office is also resident outside of the British Isles.

TBR1.3 The maximum tenure for a Trustee shall be nine years, covering all roles that an individual may have held on Trustee Board (elected, appointed or co-opted, excluding casual, over a continuous or discontinuous period). This criteria can be waived by Trustee Board in exceptional circumstances.

TBR1.4 Candidates for Trustee Board posts should ordinarily have completed the term of any existing corporately elected Trustee Board or Council positions that they hold by the time that they take up a new Trustee appointment.

TBR1.5 The separate duties of the Members of the Trustee Board shall be defined in a Terms of Reference for Trustee Board operation. Role definitions for all Members, including any competence criteria, shall be proposed and periodically refreshed by Trustee Board, agreed by the Nominations Committee and published.

TBR1.6. Members of the Trustee Board shall either be elected by a ballot of all Corporate and Associate Members or appointed by the Nominations Committee, in accordance with By-Laws 60 and 61 and with procedures determined and published by the Nominations Committee, which may be varied from time to time.

TBR1.7 Trustees will also be able to co-opt further non-elected, and potentially non-corporate or non-member, Trustees to bring specific specialist expertise where needed. Such vacancies will be filled by an open process run by the Nominations Committee. A person appointed shall hold office for up to three (3) years and may be considered for one further term of co-opted office. A period in office as a co-opted Trustee shall not count towards the eligibility criteria for elected Trustee positions. A Past President shall not be eligible for co-option.

TBR1.8 Where a casual 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. Such vacancies will be filled by an open process run by the Nominations Committee. The person appointed shall have full voting rights and status of a non-elected Trustee and shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy shall not count towards the eligibility criteria for elected, co-opted or the other appointed Trustee positions.

TBR1.9 All Trustees (elected, co-opted or appointed) have the same voting rights and legal responsibilities, duties and liabilities.

TBR2 THE PRESIDENT

TBR2.1 a person shall normally take office as President immediately after having served two years as Deputy President or, if to fill a casual vacancy, the President shall be appointed from the Past-Presidents;

TBR2.2 for the election in any year where an unexpected circumstance means there needs to be election of two Deputy Presidents, the ballot paper will be clear that one of them will only serve one year prior to taking the office of President. The choice as to who serves one year, and who two, will be made by the President and the Trustee Board following the election.

TBR2.3 the President shall hold office for one year between the months of May, typically between Annual Meetings, until the announcement of a new President the following year, 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 the following May; and

TBR2.4 if there are no Deputy Presidents then there shall be an election for President from those who satisfy the criteria for Deputy President. Such President shall hold office from the announcement of that President's election until the announcement of a new President at the following May.

TBR2.5 A Past President shall not be eligible for re-election as President except as required by Clause TBR 2.1.

TBR3 DEPUTY PRESIDENTS

TBR3.1 the Deputy Presidents shall be selected and put forward for election by Nominations Committee from those who satisfy the criteria determined and published for this role, including any competence criteria, as varied from time to time by Trustee Board with advice and agreement from the Nominations Committee. All candidates will be put through a rigorous selection Nominations Committee selection process.

TBR 3.2 Candidates for Deputy President shall be selected from those Corporate Members who within the past six years have completed at least one full term of office in one of the following roles:

- Trustees (excluding time in a casual vacancy);
- Chair of one of the key Operating Boards or Committees reporting directly to Trustee Board (currently the Education and Skills, International, Regional and Technology Strategy Boards, the Qualification and Membership Board and the Young Members Board, as these may vary from time to time);
- Chair of Council.

The reference terms of office for the above roles are ordinarily a continuous period of 3 years for Trustees (TBR4), and of at least 2 years for Chairs of Council and of Operating Boards (including time served as "Chair elect").

Being a Fellow of the Institution is highly desirable.

TBR3.3 The list of eligible candidates may be varied by Trustee Board from time to time with advice from the Nominations Committee and published alongside the criteria for this role (TBR3.1).

TBR3.4 Exceptionally, and additionally, candidates who are Fellows of the Institution with a strong and established reputation for their contributions to mechanical engineering, may be proposed by at least 12 Corporate Members for consideration by Nominations Committee as a potential candidate.

TBR3.5 each Deputy President shall normally hold office from the Annual Meeting upon the announcement of their election for two years until taking office as President, with the exception of those elected in line with clause TBR2.2;

TBR3.6 if there is a vacancy in the office of the Deputy President the office shall remain vacant until the election of two new Deputy Presidents at the next Annual Meeting; and

TBR3.7 a Past President shall not be eligible for election as Deputy President.

TBR4 OTHER MEMBERS OF THE TRUSTEE BOARD This section of the Regulations applies to all elected and appointed roles on Trustee Board, excluding the President (TBR2), Deputy President (TBR3), co-opted Trustees (TBR1.*) and casual vacancies (TBR 1.*)..

TBR4.1 General Trustees shall be elected from Corporate Members subject to the Board composition and eligibility criteria set out in Regulations TBR1.

TBR4.2 Trustees with a remit to Chair Trustee Board Committees shall be appointed from those suitably qualified and experienced to fulfil their role and will be subject to the Board composition and eligibility criteria set out in TBR1.

TBR4.3 A member of the Trustee Board shall hold office for three years and may be elected or appointed for a single further three-year term.

TBR4.4 The tenure of an existing Trustee may be extended by up to one (1) year, or a reduced term of office agreed for an incoming Trustee, where this is required to sustain a routine three-year cycle of Trustee refresh. Any such decision is subject to Trustee Board and Nominations Committee agreement, and to the Board composition and eligibility criteria set out in TBR1.

TBR4.5 Neither a retiring President nor a Past President shall be eligible for election or appointment as a member of Trustee Board, except for a casual vacancy as set out in TBR2.1.

TBR5 ELECTION OF TRUSTEES

TBR5.1 Nomination and election of Trustees is according to By-Law 61. The detailed process for election, appointment and co-option of Trustee shall be proposed and periodically refreshed by the Nominations Committee, agreed by the Trustee Board and published.

TBR6 CESSATION OF MEMBERSHIP OF THE TRUSTEE BOARD

TBR6.1 A member shall cease to be a member of the Trustee Board according to By-Law 63.

TBR7 BEHAVIOUR OF TRUSTEES

TBR7.1 Trustees are expected to demonstrate exemplary standards of behaviour in personal conduct and decision-making, comparable to those set out in the Nolan Principles for public service, and in excess of the requirements of the Institution's Code of Conduct and Disciplinary Regulations

TBR7.2 Trustees must have regard to Charity Commission guidance on their duties and behaviour especially guidance concerning the role of trustees, essential duties, conflicts of interest and decision-making.

TBR7.3 When taking decisions trustees must:-

- act within their powers,
- act in good faith, and only in the interests of the Institution,
- be sufficiently informed, taking any advice needed,
- take account of all relevant factors,
- deal with conflicts of interest and loyalty,
- keep within the range of decisions that a reasonable trustee body could make in the circumstances,
- record how more significant decisions were made in case you need to review or explain them in the future.

TBR7.4 Trustees must promote the core culture, values and behaviours as described in the annual operating plan, including but not limited to:-

- we are inclusive
- we act with integrity
- we are innovative
- we make an impact.

Regulations for Voting in Postal Ballots and Trustee Board Elections

Pursuant to By-Law 62

Amended by resolution of the Trustee Board on 17 March 2022

TO BE UPDATED IN LIGHT OF BY- LAW APPROVAL BY PRIVY COUNCIL ON 10 MARCH 2026

POSTAL BALLOTS

- VR1. A postal ballot shall be taken by means of postal voting papers or by comparable means of electronic communication and shall be a poll of all members who at the time of dispatch of such papers or their electronic equivalent shall be entitled to receive notice of general meetings of the Institution and to speak and vote thereat.
- VR2. The following provisions shall apply to any postal ballot taken pursuant to By-Laws 46.2 or 56:
- VR2.1 The Chief Executive shall as soon as reasonably practicable after the postal ballot was directed or demanded send a voting paper or its electronic equivalent to each member entitled to participate in the ballot.
- VR2.2 The voting paper or its electronic equivalent shall show or contain:
- VR2.2.1 the motion on which the postal ballot was directed or demanded; and
- VR2.2.2 the time and date on or before which the voting paper or its electronic equivalent is to be delivered to the scrutineers (such date to be fixed by the Trustee Board and to be no sooner than ten days nor later than forty-two days after the date on which such voting paper or its electronic equivalent was sent); and
- VR2.2.3 instructions for the return of the voting paper or its electronic equivalent to the scrutineers; and
- VR2.2.4 the name and address of the scrutineers; and
- VR2.2.5 a statement that a voting paper or its electronic equivalent so marked by the voter as to be identifiable with that particular voter shall be rejected.
- VR2.3 The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.
- VR2.4 Save as aforesaid, the voting paper or its electronic equivalent shall be in such form as the Trustee Board shall determine.
- VR2.5 The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive, and such result, subject to the exercise of any second vote cast in accordance with By-Law 52 shall be the result of the ballot. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them under the direction of the Chief Executive.
- VR2.6 The report of the scrutineers shall be signed by them and shall state:
- VR2.6.1 the total number of voting papers or their electronic equivalent duly received; and

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

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

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

VOTING IN TRUSTEE BOARD ELECTIONS

VR4. The following provisions shall, pursuant to By-Law 62, apply to elections to the Trustee Board:

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

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

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

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

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

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

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

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

VR4.3.6 a statement as to which, if any, candidates are unopposed and that, in accordance with the provisions of By-Law 61.4, such unopposed candidates will be declared elected at the Annual Meeting; and

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

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

- VR4.3.9 instructions for the return of the voting paper or its electronic equivalent to the scrutineers; and
 - VR4.3.10 the name and address of the scrutineers.
- VR4.4 The signing of a voting paper or its electronic equivalent or other identification with the voter shall not be required, nor shall the voting paper or its electronic equivalent provide any means of identification with the voter.
- VR4.5 Save as aforesaid, the voting paper and its electronic equivalent shall be in such form as the Trustee Board shall determine.
- VR4.6 The votes shall be counted by or under the direction of the scrutineers who shall report the result in writing to the Chief Executive and such report shall be conclusive as to the numbers of votes cast. The voting papers and any other voting records, including any in electronic form, shall then be closed up under the seal of the scrutineers and shall be retained by them for three months and thereafter until destroyed by them when so directed by the Chief Executive.
- VR4.7 The report of the scrutineers shall be signed by them and shall state:
 - VR4.7.1 the total number of voting papers or their electronic equivalent duly received and
 - VR4.7.2 the total number of such papers or their electronic equivalent (if any) rejected and
 - VR4.7.3 the total number of votes cast for each candidate and
 - VR4.7.4 the names of the successful candidates in alphabetical order.
- VR4.8 The Trustee Board may, at its discretion, send with each voting paper or its electronic equivalent the biographical details of each candidate. Such details may refer to the candidate's professional education, training and career, the candidate's Institution activities and membership of the Trustee Board or Council or any of their standing and special committees and the candidate's activities in or membership of other professional bodies.

VR5.0 ELECTION STATEMENTS

- VR5.1 A candidate is permitted to provide an election statement which shall be circulated to all Corporate Members and Associate Members entitled to vote in the Election in which such candidate is a candidate. The Trustee Board may, at its discretion, determine the election statement's form and word count. The election statement shall be submitted electronically to the Corporate Governance department.
- VR5.2 The Chief Executive shall have the right to edit any election statement, if, in the Chief Executive's opinion, the Chief Executive believes that the statement requires editing and in particular, but without limitation, the election statement shall be edited for reasons of style, because it exceeds the permitted number of words or because it contains statements of a misleading or inaccurate nature. In order to assist candidates in preparing an election statement, the Trustee Board shall provide a candidate upon request with a suggested proforma election statement.
- VR5.3 No candidate is to be required to provide any such biographical details or election statement. If a candidate declines to provide such details a note to the effect that the candidate has exercised the candidate's right to do so must be included.

Council

Constitution and Terms of Reference

1. PREAMBLE

By-Law 69.1 states *“There shall be a Council of the Institution which shall have the right and responsibility first of tendering advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board.”*

2. PURPOSE OF COUNCIL

- To provide advice and representations on the Institution's strategy, direction, activities and performance.
- To work proactively on issues of interest and relevance to the membership, liaising with and providing support to the Trustee Board and other Boards and Committees.
- To provide value to the governance and operations of the Institution through the knowledge, skills and experience of Council's members.
- To be the principal member representative body of the Institution
- To act on Members behalf, ensuring their legitimate interests are promoted and met

3. ACCOUNTABILITY

The Council is accountable to all the members of the Institution in all its activities, including the provision of advice.

4. RESPONSIBILITIES

In addition to the foregoing, Council is responsible for the following:

- providing an effective channel of communication for representing the views from the Institution's membership
- proper discharge of any delegated activities or responsibilities agreed with the Trustee Board.
- Electing from within its ranks a Council Leadership Committee (CLC) (see *Attachment 2*)
- for the appointment and management of Subgroups with defined Terms of Reference, for the consideration of specific issues or for ongoing themes as appropriate. These Subgroups report to the Council, as described in *Attachment 1: Workings of Council*
- for providing feedback to the Trustee Board on the health, direction, performance and culture of the Institution and, when necessary, providing constructive challenge to the Trustee Board when concerns in any of these areas are identified.

5. PRINCIPLES FOR COUNCIL

To ensure the highest levels of integrity, accountability, and member trust, the Council should adhere to the '[Seven Principles of Public Life](#)' (also known as the Nolan Principles). These seven principles are summarised as: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

By embracing these principles, the Council can reinforce its commitment to transparency, foster a culture of ethical decision-making, and enhance its reputation both within the engineering community and in society at large. Adherence to the *Nolan Principles* not only aligns with the Council's purpose, but also ensures that its actions consistently reflect the values and expectations of the Institution's members.

- **Selflessness:** Council members should act solely in terms of the Institution and its members interests.
- **Integrity:** Council members must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity:** Council members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** Council members are accountable to the members for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** Council members should act and take decisions in an open and transparent manner. Information should not be withheld from the members unless there are clear and lawful reasons for so doing.
- **Honesty:** Council members should be truthful.
- **Leadership:** Council members should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In addition, the expected behaviours and conduct are described further in *Attachment 1*.

6. ACCESS, UPDATES, AND REVISIONS

These ToR are to subject to Trustee Board Approval and will be formally reviewed not less than every 3 years. The attachments to the ToR are subject to annual review by the CLC at the start of a new Council year, and any proposed changes are subject to Council Approval (by way of written motion).

The approved Council Terms of Reference will be held in a central repository overseen by the Corporate Governance and Risk Department. Members can access the Terms of Reference through the Institution website, Council Teams channel and/or upon request to HQ.

7. ATTACHMENTS TO THE TERMS OF REFERENCE

- **Attachment 1: Workings of Council**
- **Attachment 2: Workings of the CLC**
- **Attachment 3: People and Roles (including the relevant PD's)**
- **Attachment 4: Council Subgroups**

Attachment 1: Workings of Council

Council Composition

In order to achieve the purpose, and deliver its responsibilities, the Council shall comprise the following members:

No.	Role	Type	Basis of Appointment	Type	Tenure
16	Regional Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	Term as per their term on these Boards and Committees
7	International Region Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
8	Divisional Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
10	Group Chairs or Representatives	Ex-officio	Appointed by election from within their constituent member network.	Voting	
4	Members of the YMB Executive team	Ex-officio	Appointed by election from within their constituent member network. (Includes one member representing IYMC).	Voting	
16	Corporate Fellows (of which 4 International)	Elected	Elected by all Corporate Members of the Institution.	Voting	3 years
12	Corporate Members (of which 3 International)	Elected	Elected by all Corporate Members of the Institution.	Voting	3 years
1	President	Ex-officio		Voting	1 year
4	Past Presidents	Ex-officio	The four most immediate Past Presidents.	Voting	Up to 4 years
1	Chair of the Diversity & Inclusion Committee	Ex-officio	NomCO appointment, approved by TB	Voting	Term as per their term on this Committee
2	QMB & ESSB Chairs	Ex-officio	Appointed by election from within their constituent member network.	Voting	Term as per their term on this Committee

The Chairs / Representatives of Divisions, Groups, Regions, International Regions, QMB, ESSB and Diversity & Inclusion Committee shall serve on the Council for so long as they hold that office. Continuity

of representation is important: representatives should be appointed for that Council year. When necessary (e.g. through, business or other commitments, incapacity, or to achieve greater continuity), these Chairs/Representatives may nominate an alternate to represent their Committee at the Council. All such alternate nominations must be advised to the CLC in advance, stating the period for which this arrangement will apply.

- Where an Ex-officio role transitions to a new representative at a time other than at the start of the Council year, the sitting representative is eligible to nominate for election to Council and CLC membership. Should they be successful in the election, their ex-officio role on Council shall be delegated to their nominated successor with immediate effect.
- For the avoidance of doubt, the Chairs of ISB, TSB and RSB are invited to attend Council as observers.

Composition Review

- The Council composition will be subject to annual review by the CLC at the start of a new Council year, and any proposed changes are subject to Council Approval (by way of written motion), to take account of other changes that may have occurred in the Institution.

Tenure

- Elected Corporate Members shall serve on the Council for three Council Years in the first instance.
 - a. A minimum of seven Elected Corporate Members shall retire each year, comprising at least four Elected Fellows and three Elected Members.
 - b. Those retiring shall be all Elected Corporate Members who have completed three years' service since their last election.
 - c. The Council may occasionally adopt special election procedures as necessary to maintain the total and composition of retiring Members and Fellows.
 - d. Elected Council members may not serve more than two consecutive periods of office without a break of at least one year out of office.
- The election process shall be co-ordinated with the Trustee Board elections and follow the same general principles as those described for the Trustee Board elections, as outlined in the relevant Clauses of the Institution's By-Laws.
- CLC will cooperate with NOMCO, to identify candidates who may choose to stand for election to Council from the large potential pool of members seeking to serve.
- A list of Council nominations for Elected Members shall be presented at the same meeting as that for the Trustee Board nominations.
- There are no specific requirements for gender or any other diversity but the benefits of a diverse Council that is representative of the membership in many ways (including for example diversity in working environment, sector knowledge, etc.) should be emphasised in the call for nominations and in information regarding elections provided to voting members.
- If the number of candidates nominated for election does not exceed the number of vacancies, the person(s) so nominated shall be declared elected unopposed at the Annual Meeting when the election results are announced.
- The timing, principles, regulations, form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the Council Elections, shall follow the same procedure as those formulated for the Trustee Board elections.
- The announcement of the results of the Council elections shall be made at the same time and according to the same procedures as those for the Trustee Board elections.

- Elected Members shall not nominate a deputy to act on their behalf.
- Where a vacancy occurs in the Elected Members of the Council, the position may be filled as a casual vacancy. Nominations for each casual vacancy shall be supported by two members of the Council and approved by the Council Leadership Committee, then by Council. The nominee shall satisfy all the criteria for Elected Members and shall hold office until the next Annual Meeting. A period in office while filling a casual vacancy and prior to election to the office shall not count as part of an elected term of office.

Members of the Council Responsibilities

- All members of the Council have the responsibility to:
 - a. conduct themselves in accordance with the Institution's Code of Conduct, with the '[Seven Principles of Public Life](#)' (also known as the Nolan Principles); and
 - b. regularly attend the Council meetings (whether plenary or using remote conferencing technology), and
 - c. seek and consider the views of the Institution's membership, and
 - d. act impartially and honestly, and
 - e. take an active involvement in the Institution's operational and governance committees, and
 - f. take an active involvement in and/or to review the work of Council subgroups.
- Members of the Council act on their own account, however where appropriate:
 - a. Elected Members are expected to consider and take cognisance of the views of the Institution's membership (through active engagement with business colleagues, attendance at Regional/ International events, personal networking, etc)
 - b. Chairs / Representatives are expected to consider and take cognisance of the views of their Division, Group, Region or International Region.
 - c. Members of Council will, where requested, be expected to help and support the work of the Institution's other Boards and Committees, especially the governance Boards, as amended from time to time. Every Council member to put themselves forward for membership of the Institution's Boards and Committees, the Council Leadership Committee (CLC) as described in *Attachment 2: Workings of CLC*) and Council's Subgroups, taking account of the specific skills, competencies, expertise and experience required and members' time availability for these additional responsibilities.
- Council members will be encouraged to apply in their own right to the Nominations Committee to become members of governance Boards as and when vacancies arise, in order to build further the links and relationships between Council and these Boards and Committees.

Ceasing to be a member

- A member of the Council, in whatever capacity, shall immediately cease to be a member of the Council if such member:
 - resigns by notice in writing to the Chief Executive and Chair of Council, or is elected to the Trustee Board, or
 - ceases to be Chair / Representative of a Division, Group, Region or International Region (unless they are elected to be or are already the Chair or Deputy Chair of Council), or
 - ceases to be a member of the Institution or such member's membership is suspended, or
 - becomes employed by the Institution or by any company of which more than 75% of the issued

share capital is in the beneficial ownership of the Institution or its nominees.

- Further to the above, and the specification of the term of the Chair and Deputy Chair of Council outlined in Attachment 2, a Council member who ceases to be a Chair of a Division, Group, Region or International Region or fails to be re-elected to Council as a direct elected member but who prior to such an event has been elected by Council to be either Chair or Deputy Chair of Council may serve out their term of office as Chair or Deputy Chair, and then stand down from Council. A Deputy Chair of Council in such a position would not be eligible to stand for election as Chair of Council as that member, on completion of their term of office as Deputy Chair, would no longer be a member of Council either as ex-officio or directly elected. Similarly, a Chair of Council in the same situation would not be eligible to stand for election as Deputy Chair.
- No member of the Trustee Board apart from the President shall be a member of the Council, but Trustees will be welcomed as observers at all Council meetings.
- At the discretion of the Chair and as appropriate for the business of the meeting, other individuals (i.e. staff, specialists, external representatives etc.) may be invited to attend as observers for all or part of a meeting.
- There shall be no co-opted members of the Council. Co-opted members may be invited to join or provide input to Council subgroups provided they do not constitute a majority. All Council Subgroups shall be chaired by a Council member.

Council leadership & CLC election

- The Council shall elect its Chair and Deputy Chair from amongst its members in line with the provisions in attachment 2. They must both be corporate members of the Institution, and both must have served as a Council member for a minimum of one year at the time they take on the role of Chair and Deputy Chair. Their initial period of office shall normally be a term of two years (except that the Deputy Chair will have a term of one year in the first instance). The Chair and Deputy Chair may then if they wish stand for election for a second term of two years.
- Council business and activities will be led and managed by a Council Leadership Committee (CLC), to be elected at the start of each Council Year and with responsibilities as outlined in *Attachment 2*
- The roles of Chair and Deputy Chair of Council are independent from any other Institution positions that the occupants may hold as a Chair or committee member of any Region, International Region, Division, Group or other Operating Board. In their Council and CLC roles they must be seen to act independently of those other roles.
- The elected Chair and Deputy Chair of Council will continue to be members of Council for as long as they hold these posts. This will apply regardless of whether the occupants were originally appointed to Council through an election or through an ex-officio position.
- The Chair and/ or Deputy Chair of Council can be removed from these roles if they are subject to a Vote of No Confidence that secures a majority of votes of all Council members. The process for such Votes of No Confidence will be developed from that being drafted for the Chairs and Deputy Chairs of the Operating Boards (see section 10 of the "Draft 2 Election Handbook for Operating Boards").

The Role of the President at Council Meetings

- The President will continue to be a valued member of Council and will be invited to speak by the Chair of Council as any other member of Council may be.

Quorum

- A minimum of 40 members of the Council shall constitute a quorum for all Council meetings (whether these take place in full plenary session or using remote conferencing technology). This figure includes the Chair of Council and/or the Deputy Chair of Council, at least one of whom shall be present. If the meeting is not quorate, the meeting may progress, but no votes can take place regarding any motions.

Council Meeting frequency and attendance

- The Council will meet formally on a minimum of four occasions in each year, either physically or using remote conferencing technology. In most years this will include a minimum of one physical meeting.
- Council Members are required to maintain an attendance rate of 75% per year (including by means of alternates where applicable) and, if they are unable to do so, may be asked by the Chair for an explanation and if this is not considered acceptable to stand down.

Scope and dispute resolution (separate)

- The Council shall debate any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate by the Council or requested by the Trustee Board for the purpose of providing advice and proposals to the Trustee Board. Council should take particular opportunity to consider cross-cutting topics that are not geographically or discipline specific.
- Effective working practices shall be implemented between the Trustee Board and the Council with clear opportunities and expectations for the Council to provide input to the Trustee Board on specific topics at specific times in the Institution calendar and additionally on ad hoc matters as they occur.
- The Council shall review and contribute to the annual, medium term and long-term strategic plan through liaison with the Institution's Strategy Committee. In agreement with the Trustee Board, Council will take forward any parts of the strategic plan which have been delegated to it by the Trustee Board.
- The Council shall implement and discharge (in a timely, efficient and economic manner) any delegated activities or responsibilities for the strategic plan, or any other initiative(s), as agreed with the Trustee Board.
- Where issues involve the approval of the Institution's membership at a Special Meeting, the Council shall first debate the issue. The result of any vote by the Council on the proposed motion shall be promptly notified to the Trustee Board and subsequently to the Institution's membership prior to the Special Meeting.
- Where an issue of contention is considered of sufficient importance, the Council, will formally bring the matter to the attention of the Trustee Board in writing. Every effort will then be made by the parties in contention to resolve the issue, escalating through the following stages until resolution is achieved:
 - Friendly negotiation
 - Formal mediation with a qualified mediator
 - If no resolution is achieved, having gained the signatures of support of not less than 50 Corporate Members and/or Associate Members, may request the Trustee Board to hold a Special Meeting, in accordance with the rules of the Institution's By-Laws.

Meetings

- Papers and presentations for meetings shall normally be circulated to Council members a minimum of ten days before each meeting, by email and/ or by other technology unless exceptional circumstances require a shorter deadline.
- Recognising that Council is an advisory body to the Trustee Board, where necessary a motion shall be put to the vote of the Council, according to the following principles:

- each member of the Council including the Chair and the Deputy Chair shall have a single vote that shall be cast in person at plenary meetings of Council or using remote voting technology in the case of meetings held using such technology, and
- any motion that is put to a vote shall be carried by a simple majority unless it relates to one of the following issues for which a majority of 67% of votes cast will be required:
 - Moving or selling the Institution's HQ
 - Substantial changes to the Institution's Trustee Board structure
 - Mergers with or incorporation of other PEIs
 - A Council resolution formally requesting action from the Trustee Board
 - A Council resolution with prior written support of no less than 50 Corporate Members and/or Associate Members calling as Council for a Special Meeting.
- In the event of a hung decision the Council Chair shall have the casting vote
- The Council Leadership Committee may choose to adopt electronic voting by all members of Council in the day or days following a Council meeting in the event that:
 - difficulties occur with electronic voting during a Council meeting, or
 - a meeting is held at short notice, or
 - the decision is of significant strategic importance.
- The numbers of all votes cast will be recorded in the minutes or Action Lists of Council meetings.
- Minutes and/or Action Lists shall be prepared in a timely manner following each Council, Council Leadership Committee or Council subgroup meeting and issued to all participants and other appropriate parties by both email and other remote technology. Minutes and/or Action Lists of Council meetings shall be produced by Institution staff in consultation with the CLC Secretary and shall be distributed to Council members within 28 days of each Council meeting and shall be reviewed and agreed at the next Council meeting.

Conduct in Meetings

- All meetings of the Council or any subgroups shall be conducted in accordance with good practice and the principles of Robert's Rules of Order, including:
 - transparent and open debate, and
 - free and courteous contribution by all members of the Council and invited attendees, and
 - respect for the opinion of others, and
 - observance for the confidentiality of any issues of a sensitive nature, and
 - recognition of the Institution's Values and the Code of Conduct Regulations.
- Participants will be invited to speak by the Chair, based on the topic on hand, and through the raising of hands (whether physically or electronically).
- Attention shall be given to ensure diversity and inclusion in all elements of Council activity, including meeting requirements for accessibility.
- Members shall demonstrate values and behaviours aligned to the Institution's Code of Conduct and its commitment to diversity and inclusion in all matters.
- Meeting conduct shall be professional, with matters raised through, and respecting the chair.

Council year

- The Council year shall commence immediately following the announcement of the results of the Council elections in the Institution's Annual Meeting.

Council Communications

- Microsoft Teams channel: Council members are added to the Council Teams area. In this area members will find information and documents relating to Council activities and meetings. The Teams area also provides a space for Council members to communicate and share views.
- Council will communicate with the wider membership of the Institution by having access to a direct mailing list from the CLC to the Council members.

Council Secretariat

- The Staff Council Officer will ensure that professional secretarial support is provided for all meetings of Council and also for all meetings of the Council Leadership Committee.
- The Council Officer will also ensure that agendas and papers are provided in a timely manner, and that minutes of meetings are produced, and decisions recorded.
- The Staff Council officer PD is included in Attachment 3.
- The Staff Council Officer will work closely with the CLC Secretary.

Recording of meetings

- Council meetings are recorded solely to assist with the preparation of the minutes and the recording held by the Governance Team and shared with the CLC Secretary and Chair only. The recordings are automatically deleted after 60 days, and the meeting minutes are the official record of the meeting.

Knowledge and skills matrix

- A database of Council Members' skills and experience will be maintained by the staff Council Officer and updated annually using an appropriate Skills Matrix Questionnaire

Training and Induction for new Council Members

- The CLC will arrange an induction for new Council members
- Council Members shall undertake inductions, training or refresher training as required to maintain their skills, knowledge and effectiveness in their Council roles

Budget

- The Council operates within an annual budget proposed by the Chair and agreed by the Trustee Board. The Council is responsible for ensuring that all money spent within the agreed budget is in accordance with the Institution's policies.

GDPR & Privacy statement

- Members are required to comply with GDPR/data protection requirements when handling any personal data.

Attachment 2: Workings of the Council Leadership Committee (CLC)

CLC Role

- The primary role of CLC is to ensure Council works effectively. How this is achieved is set out in the rest of this document.

CLC composition

- Toward the end of the Council year (i.e. in April), the Council shall elect the CLC from its members to lead and organise the business of the Council and act as a liaison between the Council, the Trustee Board and the President. CLC members will normally be elected for a term of two years. These terms being staggered so that approximately half of the members will be elected in each year. The composition of CLC shall comprise:
 - The Chair of Council, who will also be the Chair of CLC;
 - The Deputy Chair of Council, who will also be the Deputy Chair of CLC;
 - Not less than five other Council members of whom at least one will be a Young Member, and at least two will be Elected Council Fellows;
 - the staff Council Officer.
 - Secretary can be co-opted if the election process has not secured a candidate with sufficient free time for the role.
 - The chairs of all the current subgroups of Council
 - CLC can further co-opt up to two members if additional skills are required. Add time bound, end of Council year
- The President and Past Presidents of the Institution shall not be eligible to stand for any CLC positions or for the roles of Chair or Deputy Chair of Council.

CLC Accountabilities

- In all its activities, CLC is accountable to Council.

CLC Responsibilities

- The CLC shall be responsible for the leadership and administration of Council activities by:
 - i. organising and facilitating all Council activities;
 - ii. establishing and maintaining two-way communication between the Council and Trustee Board, seeking to achieve a fully cooperative and open relationship with the Trustees;
 - iii. proposing to Council the formation/ termination of Council subgroups;
 - iv. Succession planning
 - v. monitoring the progress of the work of Council subgroups through the review of reports received from subgroup Chairs and also as submitted to Council meetings, in both cases at pre-agreed intervals;
 - vi. ensuring that the database of Council Members' skills and experience is maintained by the staff Council Officer and updated annually using an appropriate Skills Matrix Questionnaire;
 - vii. proposing nominations for casual vacancies (these subsequently to be ratified by Council);
 - viii. arranging induction for new Council members;
 - ix. agreeing the agenda, frequency, format (either plenary or using remote conferencing technology) and business of Council meetings, in order to maximise the effectiveness of these meetings;
 - x. preparing and distributing papers for and minutes and/or Action Lists of Council meetings;
 - xi. preparing the formal annual report from Council to the Trustee Board, to be approved at the first Council meeting in the Council Year;
 - xii. providing regular updates of Council activities and outputs to the wider membership through the member area of the Institution's website and/or other channels;

- xiii. considering any direct communications by members to Council and responding/taking action accordingly;
 - xiv. any other matters related to the operation of the Council.
- The CLC shall hold meetings (normally using remote conferencing technology) as required by the activities of the time with a minimum frequency of once in every two months. The quorum for these meetings will comprise the Chair (or their nominated Deputy) and three other members of CLC. CLC shall provide copies of the minutes or Action Lists from these meetings to Council members via remote conferencing technology.
 - The Chair of Council (or the Deputy Chair) will attend Trustee Board meetings as a non-voting observer, impartially presenting the views of the Council at these meetings and providing feedback to the CLC and to the Council on any issues raised at these meetings that are relevant to the Council's remit.
 - The Council Leadership Committee will prepare a formal annual report to the Trustee Board regarding Council's activities and plans.

Attachment 3: People and Roles

1. Succession planning

- The Council Leadership Committee is expected to produce a strong mix of potential future candidates for the positions of Chair and Deputy Chair of Council. The IMechE Nominations Committee will be asked to make recommendations for these positions when they become vacant. This will take into consideration the skills and experience of Council's leadership and membership and support Council in helping to identify possible candidates for CLC. In turn, the CLC will encourage a culture of positive cooperation with NomCo given that NomCo may be well placed to assist in the development of Council members for other Institution posts at the same time or subsequently.
- The Chair shall not chair the Council when it is dealing with succession planning or re-election of the Chair to the Council.

2. Election Process for CLC positions

- Those candidates who satisfy the eligibility criteria for the positions of Chair and Deputy Chair of Council will be asked to submit an application to the IMechE Council Officer explaining how their experience, skills, vision and time availability meet the requirements of the post for which they are applying. Assuming that there is more than one eligible candidate, the IMechE Council Officer will organise an election. All current members of Council will be eligible to vote in this election.
- Should there be only one applicant for either of these positions, all Council members will be asked to vote on whether their election will be 'ratified' or 'not ratified'. To be ratified, a simple majority of all those Council members who vote must be achieved. If not ratified, additional nominations and elections will be sought and held as necessary.

3. Position Descriptions

- The role descriptions are stored in the 'CLC Elections' folder in the Council TEAMS area.

Attachment 4: Subgroups

- A flexible subgroup structure is the primary mean by which Council aligns its talent pools with the advice and support needs of the Institution. This attachment explains how subgroups are managed.
- Each subgroup shall write its terms of reference at its onset and have it approved by CLC.
- The Council and its subgroups may invite the Trustee Board members and/or Institution staff to attend subgroup meetings as appropriate, to discuss specific questions regarding policy and strategy or other issues, or to provide informed advice and assistance.
- There is no set size or duration for a subgroup being formed; a subgroup can be short lived task and finish group or a multiyear skillset pool with long term engagement with the relevant parts of the Institution.
- Each subgroup will select its own chair from within its ranks. The Chair term shall be defined in the subgroup's ToR and is expected to be a minimum of one year or the lifetime of the subgroup for short life task and finish subgroups. Larger subgroups might benefit from having a vice Chair.
- The Chair of each subgroup shall attend CLC meeting/become an ex officio part of CLC for the duration of their term
- It is expected that every member of Council will be part of at least one subgroup for the duration of their time on Council, unless they are a member of CLC
- Standing Sub-groups are anticipated to be:
 - A Governance Sub-group – specifically what the By Laws require, and any changes required thereto
 - A Strategy Sub-group – specifically to consider membership views on Strategy, and the outputs be used to inform and advise Trustee Board on Strategy

Appendix 1

All members of the Council are expected to abide by the IMechE Values and Behaviours which must factor into all interactions as a member of the Council.

WE ARE INCLUSIVE We are united and work together as one inclusive team, showing kindness and compassion to one another by valuing, respecting, supporting, and actively listening to the contributions we each have to make

- We welcome and embrace diversity. We value, appreciate and embrace individual differences, welcoming diverse views and perspectives to help us learn, grow and achieve the best outcomes for IMechE.
- We are open, transparent, and respectful. We communicate and share information in an open, transparent, clear, meaningful, and timely way to show trust and respect for one another, giving people what they need, how they need it and when they need it.
- We actively and openly listen. We listen with empathy and compassion in order to hear and understand all views, ideas, and suggestions, and provide feedback to help each other be their best.
- We encourage and praise one another. We encourage each other to achieve their goals, celebrating their successes with gratitude and praise in a timely and meaningful way

WE ACT WITH INTEGRITY We are committed to acting with the best intentions to support and drive IMechE's mission by being honest, truthful, and authentic, adhering to the highest levels of quality and professional standards in every decision we make and every action we take.

- We put our personal agendas aside. We are committed to putting the good of IMechE ahead of our own personal agendas, respecting and accepting decisions made after debates, and doing our part to support and move things forward together.
- We are honest and courageous. We pro-actively and courageously speak up, doing so in a kind, respectful, vulnerable, and inclusive manner to find solutions and overcome problems and challenges head on.
- We are dependable. We earn and maintain the trust of others by being credible, fair, consistent, and reliable. We say what we'll do and do what we say.
- We admit our mistakes. We openly and freely admit and learn from our mistakes, viewing them as lessons learned, meeting them with understanding so that we can move forward to resolve and overcome them.

WE ARE INNOVATIVE We find better ways to get things done, working together to find solutions and drive change, moving our vision forward by improving the world through Engineering.

- We are open minded. We are open to and accept that our ideas and views can and should be appropriately challenged, focussing on 'getting it right' rather than 'being right'.
- We are curious. We explore, enquire, analyse and envisage a variety of solutions and perspectives before making decisions and taking actions, identifying any potential opportunities and risks to the Institution.
- We challenge the status quo. We question why, what and how we do things, challenging norms and current practices to continuously improve and look to the future, innovating to create and enable change

WE MAKE AN IMPACT We make a difference and have an impact on each other, our profession and society. We influence as individuals and succeed together by collaborating.

- We take ownership. We take responsibility for owning and meeting our commitments, holding ourselves accountable, and making sure that we deliver in a timely manner to serve the overall objectives of the Institution.

- We drive results. We work in partnership to make decisions and take action to drive results. We find ways to overcome obstacles to deliver on tasks and goals.
- We are proud. We take pride in the contribution and impact we have on one another, and in making a difference as individuals and together to improve the world through Engineering.

AUTHORITY

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

CHANGE HISTORY

Revision	Date	Status
Draft	Jan 2009	For approval by the Trustee Board & the Council
Final	Apr 2009	Issued for distribution
	Jul 2009	Amended to include International Fora
	2010	Amended to replace International Fora with International Regions
	May 2013	Addition to the composition of the Chair of the Equality & Diversity Steering Group
	Sept 2024	ESSB and QMB chairs included, alongside representatives of TSB, RSB and ISB, to provide representation and a managed route for these two Chairs to the role of President. Clearer definitions of the Council's purpose, responsibilities and accountabilities included.
	Sept 2025	

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