

CHANGES TO ROYAL CHARTER AND BY-LAWS.



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By-Law Forum

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GOVERNANCE REVIEW – PRINCIPAL FINDINGS.

Organisational Intent:

The consistent view that the Institution should revert to its core learned society and member engagement roles.

Trustees should work on Governance matters and delegate operational activities, with oversight, to self chaired Committees and Boards comprising of members.

Criticism of, and changes recommended for:

- Trustee Board
- Financial Governance
- Formulation of Strategy
- Council
- Culture and Behaviours
- Communications

EXISTING POSITION.

The Royal Charter was signed by George V on 22 April 1930 and included 23 Clauses.

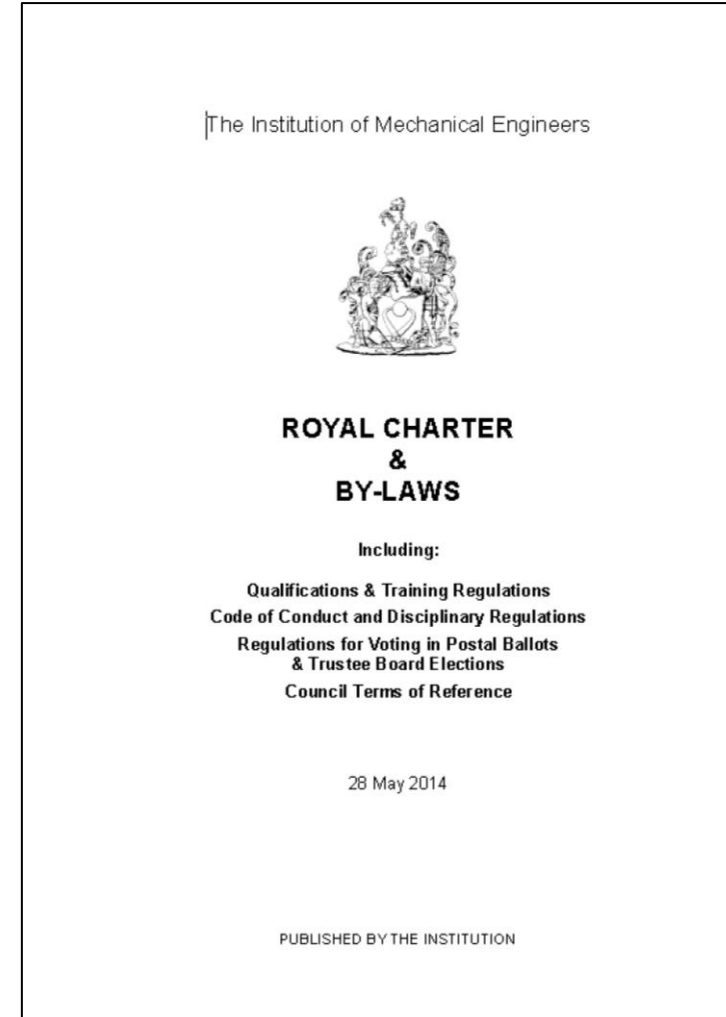
One of which is our 'purpose' – *"to promote the development of Mechanical Engineering."*

The By-Laws features 96 Clauses including:

- grades of membership
- subscriptions and fees
- professional misconduct
- holding of meetings and voting
- role of the Trustee Board

The five sets of **Regulations** describe how we operate:

- Qualification and Training
- Code of Conduct
- Discipline
- Voting
- Council



LAST UPDATED SEVEN YEARS AGO.

INSTITUTION REVIEWS.

The **Governance Review** has 21 principal recommendations concerning:

- The Trustees
- Finance
- Audit and risk
- Strategy
- Council
- Culture and Behaviours
- Communication

The only recommendations affecting the Charter and By-Laws concern the structure and purpose of the Trustee Board.

The proposal is to move as much as possible to a new set of Regulations (Trustee Board Regulations) that will remain under the full control of membership through General Meetings (new By-Law 56) but be free of the need for future Privy Council consultation



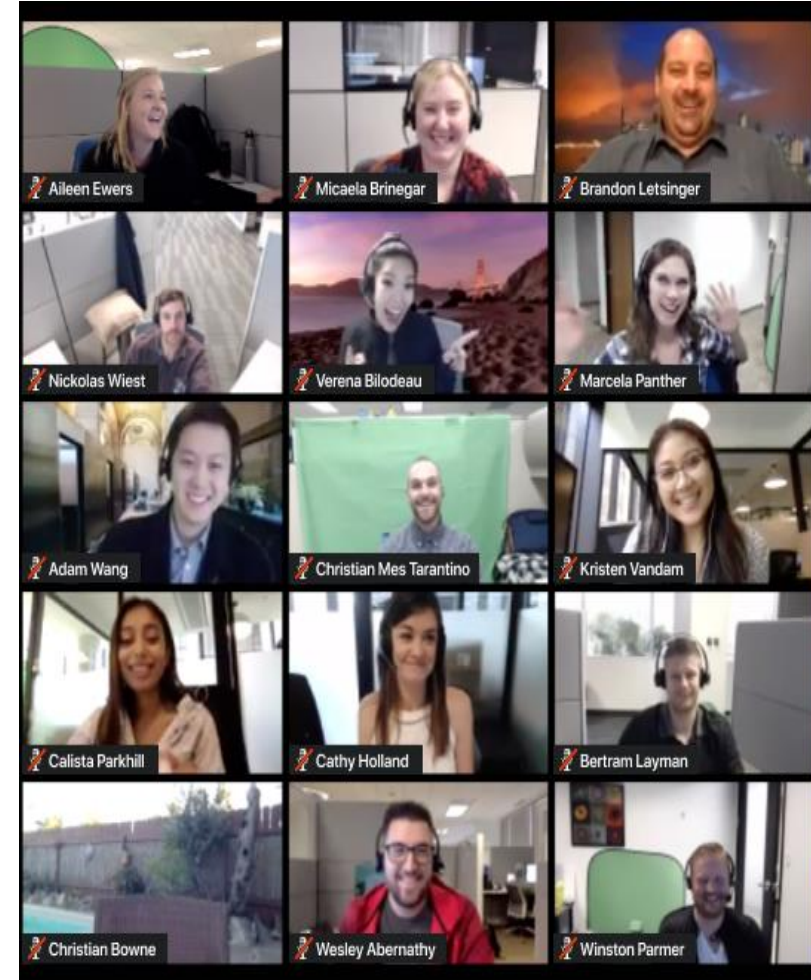
ELECTRONIC COMMUNICATION.

Digital capability has increased hugely over the last seven years, especially since the outbreak of COVID-19.

Online engagement encourages diversity and inclusion and is much easier for many members, especially when they are in locations remote from Birdcage Walk.

28 detailed changes are proposed to:

- enable digital presence to equal physical presence
- allow balloting of members to be either physical or electronic
- allow General Meetings to include physical and electronic presence in any proportion



GENERAL DATA PROTECTION REGULATIONS.

The current By-Laws refer to a public process of member review of applications which does not occur.

They also describe a register of everyone's details that is open for inspection 'during business hours'.

Four By-Law changes are proposed to ensure they reflect current practice of Qualifications and Membership Board review of applications and a register that is accessible compliant with the prevailing UK General Data Protection Regulations.



MANDATORY CPD.

The current By-Laws were written prior to the Engineering Council, mandating that Registrants undertake and record their CPD and that Professional Engineering Institutions have a process to audit that it is occurring.

Two changes are required to the By-Laws to make it clear that our operations for this are covered in the Qualification and Training Regulations and that failure to comply may result in sanction according to the Code of Conduct.



IMPROVING CLARITY.

A further 26 small changes are proposed to the Charter and By-Laws to ensure that they are clear and up to date.

These changes include:

- Removing out of date references
- Clarifying that proxy voting remains as before (either pre-casting or conferring)
- Confirming that members can relinquish their professional registration*
- Reflecting current practice of allowing a period of grace for non-payment of fees
- An obligation to actively inform members of future changes to the Code of Conduct
- Clarifying that only registered members can stand in elections
- Renaming the Honorary Treasurer as the Chair of the Finance Board
- Removing typographical errors



* retaining their Institution membership, but losing their professional post-nominal