

# ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the charitable association, incorporated under the Companies Acts of 1862 and of 1867 and known as the Institute of Marine Engineers, was granted incorporation by Royal Charter by King George the Fifth in 1933, and that Charter was subsequently amended by Supplemental Charters in 1973 (which revoked the Supplemental Charters of 1954, 1956, 1958) and 1989 and then became known as The Institute of Marine Engineering, Science and Technology (hereinafter referred to as 'the former Institute') has petitioned Us for a new Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows:

- 1 (i) The persons now members of the former Institute and all such persons as may hereafter 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 by the name of The Institute of Marine Engineering, Science and Technology

(hereinafter referred to as 'the Institute') and by the same name shall and may sue and be sued in all Our Courts of law, 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.

- (ii) The Arms, Crest, Badge and Supporters granted and assigned unto the former Company by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 29 January 1964 shall be transferred unto the Institute on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Institute Our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Ensigns according to the Laws of Arms, the said transfer being first recorded in Our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.
- (iii) The provisions of the Original and Supplemental Charters are hereby revoked, but nothing in this revocation shall affect the validity of any act, deed or thing lawfully done thereunder.

## OBJECTS

- 2 The objects for which the Institute is hereby constituted are to promote for the public benefit the development of Marine Engineering, Marine Science and

Marine Technology in particular (but not exclusively) by:

- (i) communicating information about these disciplines; and
- (ii) regulating the professional practice of these disciplines.

### POWERS

3 And the Institute shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (i) To establish and regulate standards of assessment, competence, and professional conduct for members of the Institute practising the disciplines of the Institute.
- (ii) To arrange or assist others in arranging for meetings, educational courses, lectures, and other events for the interest of the members, for the exchange of ideas and information in the disciplines of the Institute, and for the development of their fellowship within the Institute.
- (iii) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication, in print or electronic form, of educational courses and lectures.
- (iv) To establish, manage, promote, organise, finance, equip and maintain libraries.
- (v) To promote, commission, undertake and publish research in areas useful to the Institute's objects separately or in co-operation with industry, educational institutions, and public bodies.
- (vi) To create and maintain a Register of Chartered Practitioners and registers of non-Chartered practitioners in marine science, engineering or technology, whether separately or in association with one or more other organisations, and to establish such conditions of registration as may be desirable.
- (vii) To promote the formation of organisations, whether charitable or not, for the purpose of any of the objects of the Institute and to assist such organisations as necessary in the fulfilment of their objects.

- (viii) To make provision for lectureships, bursaries, prizes and grants.
- (ix) To give or lend money for the furtherance of the objects of the Institute.
- (x) To create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the objects of the Institute.
- (xi) To support any institutions or persons having objects, charitable or otherwise, similar to those of the Institute.
- (xii) To make suitable arrangements for undertaking the work of the Institute and for organising meetings of the Institute.
- (xiii) To employ such staff, who shall not be Trustees or members of the Council of the Institute, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.
- (xiv) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated company.
- (xv) To invest the monies of the Institute not immediately required in or upon such investments or other property or other assets as the Trustees may think fit.
- (xvi) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.
- (xvii) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Institute.
- (xviii) To borrow or raise money on such terms and on such security as may be thought fit.
- (xix) To create such Bylaws subject to the approval of the Privy Council as the Trustees may consider necessary for the good administration of the Institute. The first such Bylaws are attached to this Charter as the Schedule.

- (xx) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects.

#### **APPLICATION OF INCOME AND PROPERTY**

- 4 (i) The Institute may also accept the transfer of the assets, rights and liabilities of the former Institute (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Institute by any person or body corporate or unincorporate) and on such terms as the Institute and the former Institute may agree.
- (ii) The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in this Our Charter.
- (iii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institute, and no Trustee or member of its Council shall be paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Institute unless as specified in the Charity Commission guidance.
- (iv) Nothing herein shall prevent any payment in good faith by the Institute:-
- (a) of reasonable and proper remuneration to any member or employee of the Institute (not being a Trustee of the Institute) for any agreed services rendered to the Institute;
- (b) to any Trustee, member or employee of the Institute of reasonable and authorised out-of-pocket expenses.

#### **CHARTER CHANGES**

- 5 (i) The members, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting may revoke, amend or add to the provisions of this Our Charter.
- (ii) No such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

#### **BYLAW CHANGES**

- 6 (i) The members, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting may revoke, amend or add to the Bylaws for the time being in force.
- (ii) No such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

#### **SURRENDER OF CHARTER**

- 7 (i) The members, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, may determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit.
- (ii) On surrender, the members may wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Institute for the time being.
- (iii) If, on the winding up or dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but, subject to any special trusts affecting the same, shall be given and transferred to some association having objects similar to the objects of the Institute which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Institute by this Our Charter, such association to be determined by the members at or before the time of dissolution.

#### **CONCLUSION**

- 8 And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and

shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute 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 \_\_\_\_\_ day of \_\_\_\_\_  
in the \_\_\_\_\_ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL