

SCHEDULE

BYLAWS OF THE INSTITUTE OF MARINE ENGINEERING, SCIENCE AND TECHNOLOGY

INTERPRETATION

1 In the Charter and these Bylaws the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Institute	The Institute of Marine Engineering, Science and Technology
The Board of Trustees	The governing committee for the time being of the Institute herein referred to as 'the Board'
The Trustees	The members of the Board
The Seal	The common seal of the Institute
Month	Calendar month
In writing	Written, printed or other modes of representing or reproducing words in a visible form including electronic form
Voting member	A member of the Institute with full voting rights. Such members shall be Honorary Fellows, Fellows, Members or Associates of the Institute
Non-voting member	Other members of the Institute without voting rights
Regulations	Subsidiary rules
General meetings	Meetings of the Institute to which all members have a right of access

Special Resolution Resolutions to be passed by a majority of two-thirds of those voting members present and voting.

Words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include the feminine gender, and vice versa; and

Words importing persons shall include corporations.

MEMBERSHIP

2 Natural persons with appropriate qualifications, knowledge and experience may apply to join the Institute. The Institute shall comprise voting members who shall be (a) Honorary Fellows, (b) Fellows, (c) Members, (d) Associates, and non-voting members who shall be (i) Students, and (ii) Affiliates.

3 The criteria for the qualifications, knowledge and experience required for admission to the Institute and the assessment procedures therefor, shall be as determined from time to time by the Board and shall be published in the Regulations.

4 (i) All members shall have such rights and responsibilities as the Board may determine from time to time as published in the Regulations including such relevant postnominals as the Institute may decide and shall publish in the Regulations.

(ii) The rights shall include the conduct of the disciplinary process in accordance with the principles of natural justice. The responsibilities shall include payment of the annual subscription as decided by the Board,

abiding by the Code of Professional Conduct, participating in any disciplinary process in the event of a complaint being laid against a member or Registrant in respect of professional incompetence, and abiding by the decision of the Disciplinary Committee and any sanction it may impose.

(iii) Persons of distinction in the marine industry and other persons who have contributed to the Institute or to its aims shall be eligible for appointment as Honorary Fellows according to the provisions as published in the Regulations. Honorary Fellows shall have all the rights of Fellows.

(iv) Additionally voting members in good standing may be appointed as Honorary Vice Presidents in recognition of especial service to the Institute at the discretion of the Council although the number at any time may be limited by provision in the Regulations. Some other form of recognition may be awarded, at the discretion of the Board, to members and others for service to the Institute beyond normal expectation.

5 Every application for membership shall be in such form as shall be required by the Board.

6 Resignation of membership shall be signified in writing, but the person so resigning shall be liable for payment of the annual subscription for the year in which the member resigns, together with any arrears to the date of such resignation. However, the Board, in its discretion, may expel a member for conduct unbecoming according to

the provisions published in the Regulations. Non-payment of subscription or death shall also terminate membership.

THE REGISTER OF CHARTERED PRACTITIONERS IN MARINE ENGINEERING, SCIENCE AND TECHNOLOGY

- 7 (i) The Institute may maintain separately or in association with, or under licence from another organisation, a Register of current Chartered Practitioners in Marine Engineering, Science and Technology and such other Chartered Practitioner Registers as the Institute has established or in its discretion may establish.
- (ii) In addition the Institute may maintain, in a similar way to its Chartered Practitioner Registers, such other non-Chartered Practitioner Registers as it may decide.
- (iii) Registrants may use such relevant postnominals and descriptors as the Institute may decide and shall publish in the Regulations, provided these do not infringe the intellectual property rights of members of other Chartered professions.
- 8 Admission to the Registers shall be open to voting members of the Institute and in exceptional circumstances to those who are not members of the Institute according to criteria agreed from time to time by the Board and published in the Regulations.
- 9 Those who are entered onto the Register shall satisfy the Institute in respect of their current active status, their qualifications and experience

and their willingness to abide by the Code of Professional Conduct including the regular undertaking of mandatory continuing professional development. Registrants may describe themselves as any licence may allow.

- 10 The Board may charge such registration fees as are necessary to cover the costs of maintaining the Registers and shall exercise such other powers in this connection as are provided from time to time by the Regulations.

SUBSCRIPTION

- 11 The Board from time to time shall determine the annual subscription to be paid by each category of member and any other payments that may be required from members.
- 12 The subscriptions for any subscription year shall become due on such dates as Board shall determine.

THE OFFICERS

- 13 The Officers of the Institute, elected according to the provisions published in the Regulations, shall consist of:
- (i) The President (elected by Council as provided in the Regulations);
 - (ii) The President-Elect (elected by Council as provided in the Regulations);
 - (iii) The Immediate Past President;
 - (iv) The Honorary Treasurer (elected annually by the voting members and able to be re-elected for a maximum of eleven consecutive terms thus able to serve a maximum of twelve terms in total);

- (v) The Chair of the Board of Trustees (elected by the Board of Trustees as provided in the Regulations).

Only Fellows may be elected as Officers of the Institute with the exception of the Honorary Treasurer who may be any voting member.

BOARD OF TRUSTEES

- 14 The business of the Institute shall be managed by a Board of Trustees. The Trustees shall be appointed as follows and shall hold Office as such until the expiration of their respective terms of Office and the election and coming into Office of their successors.
- 15 The Board shall consist of the following voting members:
- (i) The five Officers of the Institute, and
 - (ii) Such number of other Trustees being not less than nine or more than fifteen. The Trustees shall be in two categories: Council Trustees, of whom there shall be at least six, to be elected by the Council from within the Council; and Non-Council Trustees, of whom there shall be at least three and who may or may not be members of the Institute, to be elected by the Board. The Board, however, shall fill any casual vacancies in either category for the remainder of the period of Office of the person causing the vacancy.
- 16 Board members shall serve for the following terms of office:
- (i) Chair of the Board of Trustees – three years once renewable;

- (ii) Other Officers – for the duration of their terms holding those Offices, details of which are published in the Regulations;
- (iii) Council Trustees – three years once renewable, although Council Trustees shall not continue to serve in that role should they cease to be members of Council for any reason during their terms as Council Trustees. Subject to any necessary transitional provisions, these circumstances will create a vacancy which Council may fill until the expiration of the term of service of the Council Trustee creating the vacancy;
- (iv) Non-Council Trustees – three years once renewable.

Any time served filling a casual vacancy prior to starting a first term as a Trustee shall not be counted towards the length of Trustee service.

- 17 A quorum at a Board meeting shall be seven Trustees.
- 18 Subject to the provisions of these Bylaws, the Board may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.
- 19 The Board may make from time to time such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing, such Regulations shall include:

- (i) the admission of members to the Institute and the rights and privileges of such members and the conditions of membership;
 - (ii) the professional conduct of members of the Institute in relation to their practice of the profession of marine engineering, science and technology; and
 - (iii) the procedure at general meetings and meetings of the Board and its committees.
- 20 The Board may open and control such bank accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.
 - 21 The Board may form committees consisting of members of the Institute and such other persons as it thinks fit and may delegate any of its powers to such committees and any such committee so formed shall in the exercise of the powers so delegated, conform to rules imposed upon it by the Board.
 - 22 The Institute shall indemnify every Trustee and committee member, Officer and employee of the Institute against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Institute.
 - 23 (i) Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.
 - (ii) Trustees in such a situation shall declare their interest or possible interest at a relevant

meeting of the Board or by notice in writing to all the other Trustees.

- (iii) The Board shall decide how this conflict shall be managed. It can:
 - (a) decide that the conflicted persons may remain at the meeting, participate in the discussion, and even vote on the matter concerned; or
 - (b) allow the conflicted persons to remain and to speak or not but not to vote; or
 - (c) require the conflicted persons to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

THE COUNCIL

- 24 (i) There shall be a Council which shall be advisory to the Board and which shall be responsible, under delegated authority from the Board, for the delivery of the professional services of the Institute.
- (ii) The Council shall comprise the Officers and up to forty five voting members of whom up to twenty five shall be elected by the voting members and up to twenty may be appointed by the Council.
- (iii) Membership of the Council shall be for a term of three years once renewable, subject to any transitional provisions specified in regulations for Elected Members of Council.

- (iv) The Chair of the Council shall be the President or, if absent, another Officer.

THE SECRETARY

- 25 There shall be a Chief Executive of the Institute, appointed by the Board, who shall be entitled 'The Secretary' and who shall have such duties, responsibilities and conditions of appointment as the Board shall decide.

THE HONORARY TREASURER

- 26 There shall be an Honorary Treasurer who shall have charge of the financial management of the Institute.
- 27 The Honorary Treasurer shall ensure the preparation of the annual accounts of the Institute in each year to such date as may from time to time be determined by the Board and shall present at the Annual General Meeting an Income and Expenditure Account and a Balance Sheet duly certified by the Auditors or Examiners.

THE CALLING AND CONDUCT OF GENERAL MEETINGS

- 28 There shall be an Annual General Meeting, held not more than fifteen months after its predecessor, for the affirmation of the appointment of the President, the President-Elect, and the Immediate Past President, for the election of the Honorary Treasurer and other newly-elected Council members, for receipt of the Annual Report and Accounts, and for the conduct of any other business for which notice has been duly given. There may be other general meetings during each year which shall be called by the Secretary on the instruction of the Board or at the request in writing of one hundred voting members.

- 29 (i) Notice of the Annual General Meeting shall be published at least three weeks before the date of the Meeting and shall also be sent to the Auditors or Examiners. A notice convening any other general meeting of the Institute shall be published at least twenty one calendar days before the date of the meeting and shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of the Board.
- (ii) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at any meeting.
- (iii) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall be dissolved.
- (iv) The Chair, with the consent of any meeting at which a quorum is present may adjourn (and shall if so directed by the meeting) the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty one days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the

business to be transacted at an adjourned meeting.

- 30 The Chair at any general meeting of the Institute shall be the President or, if absent, another Officer.

- 31 At any general meeting a quorum shall be twenty voting members present in person or by proxy, of whom at least fifteen shall be present in person.

THE SEAL

- 32 The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board.

ACCOUNTS

- 33 The Board shall cause accounting records to be kept at such place as the Board shall think fit, and shall always be open to the inspection of the Trustees.
- 34 The Board shall determine from time to time whether and to what extent and at what times and places and under what conditions the financial records of the Institute or any of them shall be opened to the inspection of members not being Trustees.
- 35 At the Annual General Meeting the Board shall lay before the Institute an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Board and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be

annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Examiners and made available electronically to all other persons entitled to receive notices of general meetings in the manner in which notices are herein directed to be served.

40 Any notice, served electronically, shall be deemed to have been served within twenty four hours of despatch. If served by post, it shall be deemed to have been served within one week of the posting.

AUDIT OR EXAMINATION

36 Once at least in every year the accounts of the Institute shall be audited or examined if appropriate and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors or Examiners.

37 Auditors or Examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed by the Annual General Meeting and their remuneration shall be determined by the Board.

COPYRIGHT

38 The Institute shall require that the copyright in all material that it publishes shall be transferred by the authors to the Institute including that existing in reports and proceedings of its meetings unless the Board shall decide otherwise.

NOTICES

39 A notice may be served by the Institute upon any member electronically or personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the Institute's records.