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Version	Description	Author(s)	Approved	Effective Date
Version 1.0	Introduction of financial-based policy	Governance Review Team	BoT	Sept 2018
Version 1.1	Addition of clarifying point to PAEC ToR	MKM	BoT	Dec 2019
Version 1.2	Addition of provision to enable Committee Member/Trustee to take a leave of absence	MKM	BoT	11 Feb 20
Version 2.0	First governance review team update –changes to Chapters 2, 5, 6, 8, 10, 11, 12	MKMJCh	BoT - Jun 20	1 Jul 20
Version 2.1	Incorporating EC mandated amends	MKM/JCh	BoT- Nov 20	17 Nov 20
Version 2.2	Incorporate Licensing Committee and Licensing provision to Registers; tidying amendment at 1.5.1 and fix typo at 2.5.2	MKM/JCh	BoT	2 Jun 21
Version 2.3	Adjusting branch reporting deadlines to fit with account preparation/audit	MKM/JCh	BoT – Sept 21	22 Sept 21
Version 2.4	Annual review with additions (6.1.6, 7.5, 8.5.1.3 and conditions of appointment as a Board Member) and updates (to 7.6.2, F&IC / RemCo / Licensing Comm ToRs and CE JD)	MKM/JCh	BoT - Jun 22	22 Jun 22
Version 2.5	Updates to 12.6.2 to unify reporting deadlines for branch reports	MKM/JCh	BoT – Sept 22	21 Sept 22
Version 3.0	Addition of CEC & BC ToRs and Vice-Chair of Council (appointment, job description, casual vacancy). Further amends at: 7.3.3, 8.1.2, 8.4.3, 8.12.2, 10.1.3, 10.1.4, 10.2.7, 11.1.1, 11.1.2, 11.1.3 and 12.5.2	MKM/JCh	BoT – Jun 23	20 Jun 23



## Institute Regulations

Version 3.0

20 June 2023

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## Definitions

<b>Term</b>	<b>Meaning</b>
Board	IMarEST Board of Trustees, the governing body
Casual Vacancy	A vacancy occurring for any reason in advance of a term of office's formal end unless otherwise specified. A casual vacancy appointment will run from time of appointment until the next time the vacancy would normally have been filled had the original incumbent continued to the end of their then current term.
Council	IMarEST Council
Ex-Officio	Serving on a committee, Council or Board because of a specific other position held. Ex-officio members have voting rights unless explicitly stated otherwise in the relevant committee's terms of reference.
Governance Documentation	IMarEST's Royal Charter, Bylaws and Regulations
In Writing/in writing	Hard/printed copy or by electronic means
member (all lowercase)	A member of the Institute with any category of membership
Member (see also Voting Member)	A member of the Institute with membership at Member level
Non-Voting Member	A member of the Institute with membership at Student or Affiliate level.
Registrant / registrant	A member of the Institute who holds professional registration on an appropriate Engineering Council or Science Council register and/or on one of the Institute's own registers
Rules	IMarEST's Royal Charter, Bylaws and Regulations taken together form the rules of the Institute
Voting Member (see also Member)	A member of the Institute with membership at Associate, Member, or Fellowship level

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.



## Chapter 1: Membership

Charter references	1, 3(i)
Bylaw references	2, 3, 4, 11
Section last updated	May 2021

### 1.1 Requirements for Membership

- 1.1.1 Council under delegated authority from the Board shall determine the requirements for membership of the Institute.
- 1.1.2 Council under delegated authority from the Board may at any time cause assessments to be included for the purpose of testing the qualifications of a candidate for election or transfer to any category of membership and shall from time to time define the subjects of any such assessments.
- 1.1.3 Council under delegated authority from the Board may require candidates for admission or transfer to attend an interview in order to satisfy the Board that they possess the requisite competence and commitment for election or transfer.
- 1.1.4 The admission of all candidates shall be vested in Council, under delegated authority from the Board. Council shall be required to give reasons for the exercise of its discretion.
- 1.1.5 Applications for admission or transfer to the voting categories shall be accompanied by the details of two persons of standing in a marine related profession known to the candidate, to whom reference may be made regarding the professional standing and/or professional competence and commitment of the candidate.
- 1.1.6 All applications shall be accompanied by the first annual subscription and an entrance or assessment fee, as appropriate.
- 1.1.7 Applicants shall be given notification of the result of their application as soon as possible.
- 1.1.8 The Board may publish admissions from time to time.
- 1.1.9 No person other than a person elected as an Honorary Fellow shall be entered on the Roll of Institute members or enjoy the rights and privileges of membership until such fees as these Regulations prescribe shall have been paid.
- 1.1.10 Council may delegate any operational functions and operational decisions relating to membership applications to a Council Committee as it sees fit.

### 1.2 Criteria for Non-Voting Categories of Membership

#### 1.2.1 Student Membership (SIMarEST)

Students shall at the time of application be undertaking an apprenticeship, or cadetship, or enrolled on an appropriate programme of further or higher education.

#### 1.2.2 Affiliate Membership

Affiliate membership shall be open to any persons who have an interest in, or may contribute to, the activities of the Institute.

## 1.3 Criteria for Voting Categories of Membership

### 1.3.1 Criteria for Associate Membership (AMIMarEST)

Applicants for Associate Membership shall at the time of application demonstrate to the satisfaction of Council that they are professionally engaged in Initial Professional Development in the marine sector and have given a commitment to abide by the Institute's Code of Professional Conduct.

### 1.3.2 Criteria for Membership (MIMarEST)

Applicants for membership at the Member level shall, at the time of application:

- (i) be an Associate Member or qualify for Associate Membership and demonstrate to the satisfaction of Council that they have achieved a position of professional standing that includes significant responsibility, which is normally achieved through being professionally engaged in the marine sector for a period of five years; and
- (ii) have given a commitment to abide by the Institute's Code of Professional Conduct.

### 1.3.3 Criteria for Fellowship (FIMarEST)

#### 1.3.3.1 Applicants for Fellowship shall at the time of application:

- (i) (a) be a Member or qualify for Member-level membership and demonstrate to the satisfaction of Council a level of knowledge and understanding, competence and commitment involving senior responsibility for the conceptual design, management or the execution of important work in a marine related profession; or
- (b) have attained a position of such professional eminence in marine engineering, marine science or marine technology as to qualify for admission to Fellowship having demonstrated to the satisfaction of the Council that they:
  - (i) possess a reputation in a marine-related discipline sustained over a number of years supported by two referees with Fellowship or equivalent status; and
  - (ii) possess a record of original or significant contribution to a marine-related profession; and
  - (iii) ideally possess some tangible recognition of eminence in a marine-related discipline; and
  - (iv) have a declared affinity with the objectives of the Institute; and
- (ii) have given a commitment to abide by the Institute's Code of Professional Conduct.

#### 1.3.3.2 Fellows will normally be eligible for professional registration with or through the Institute in one of the Chartered, Incorporated or Registered categories.

## 1.4 Fees and Subscriptions

1.4.1 The entrance fee, assessment fee and subscription fee applicable to each category of membership shall be determined by the Board and shall be paid as appropriate by each applicant for election or transfer.

1.4.2 The annual subscription payable by each category of membership shall be such amounts as may be determined by the Board from time to time and may vary between the different categories of membership and/or geographic location.

1.4.3 All subscription payments shall become due on such dates as may be prescribed by the Board and may, at its discretion, be prorated.

- 1.4.4 Council under delegated authority from the Board may reduce or waive the amount of the annual subscription to be paid by any member.

## 1.5 Abbreviated Titles and Description of Membership (Postnominals)

- 1.5.1 Members are entitled to use the title of the category of membership to which they belong and to use after their names the following designatory letters (postnominals) as the case may be:

- (i) Honorary Fellows - HonFIMarEST
- (ii) Fellows – FIMarEST
- (iii) Members – MIMarEST
- (iv) Associates – AMIMarEST
- (v) Students - SIMarEST

- 1.5.2 No different abbreviations may be used by voting members to describe their relationship to the Institute.

- 1.5.3 Abbreviated titles and membership descriptors are personal and may neither be transferred to another individual nor used by an organisation as part of its name.

- 1.5.4 Postnominals, descriptors and descriptions of membership or registration shall not be used in the name or description of any company or firm irrespective of whether any or all of its officers, employees or partners are entitled to use such designations individually.

- 1.5.5 Affiliates may not use any abbreviation to describe their relationship to the Institute or use or permit to be used the category of membership to which they belong to indicate their relationship to the Institute.

## 1.6 Membership Certificates

- 1.6.1 Candidates for election or transfer to voting membership who have satisfied any of the assessments of the Institute shall be entitled to receive a certificate in such form as the Council may from time to time determine and on payment of any such fee as determined by the Board.

- 1.6.2 All certificates shall remain the property of the Institute and are returnable at the Institute's discretion in the event of a holder ceasing to be a voting member.

### 1.6.3 Certificates for Long-Term, Continuous Membership

- 1.6.3.1 Those members whose names shall have remained continuously on the Roll for forty-five years shall be entitled to receive a certificate to that effect.

- 1.6.3.2 At the discretion of the Board, certificate(s) may be issued to commemorate additional, subsequent membership milestones.

## 1.7 Professional Development for Institute Members

- 1.7.1 The Institute shall encourage initial and continuing professional development as an obligation on all members to attain and maintain professional competence.
- 1.7.2 All members should continue their professional development in order to develop and maintain their professional competence.

Note: Specific requirements for registrants are given in Regulation 2.5.

## 1.8 Career Breaks

- 1.8.1 Voting Members of the Institute may apply for a career break at any time during their membership.
- 1.8.2 Career breaks may last up to five full membership years, but will need to be recertified annually.
- 1.8.3 Council under delegated authority from the Board may reduce the amount of the annual subscription to be paid by any member during a career break.
- 1.8.4 A member on a career break will still be required to fulfill the professional development requirements for their level of membership and/or professional registration.

## 1.9 Removal of Membership

- 1.9.1 Any member who has not paid their membership and, if relevant, registration renewal, within six months of its becoming due may be deleted from the relevant rolls and thereupon cease to have any rights as a member.
- 1.9.2 Reinstatement to the Institute of those deleted from the roll(s) may be allowed at the discretion of the Council and to the category of membership for which the candidate is qualified at the time of re-admission. Normal membership processes will be followed if the candidate wishes to be considered for a higher grade of membership than they previously held.
- 1.9.3 Members seeking readmission may be required to pay part or all of any arrears.
- 1.9.4 Members may be removed from the roll(s), temporarily or permanently, as a sanction following disciplinary procedures.

## 1.10 Honorary Fellowship

### Criteria and Appointment

- 1.10.1 Honorary Fellowship is the highest distinction the Institute can bestow.
- 1.10.2 There are three categories of eligibility for Honorary Fellowship:
  - (i) Category 1 Persons so distinguished that acceptance of the award would add to the prestige of the Institute
  - (ii) Category 2 Fellows of the Institute who have attained an international reputation and are recognised for their professional eminence within a marine-related discipline
  - (iii) Category 3 Fellows and Officers of the Institute who have rendered outstanding service to the Institute
- 1.10.3 There shall be no more than 20 Honorary Fellows in categories 2 and 3 at any given time.
- 1.10.4 Honorary Fellows are appointed by Council, normally on the recommendation of the Presidents' Advisory Committee.

Benefits, Rights and Responsibilities

- 1.10.5 Honorary Fellows are relieved from liability to pay further membership subscriptions, commencing in the Membership Year following election, but continue to exercise and are deemed always to have been entitled to exercise all the rights of a Voting Member.
- 1.10.6 Honorary Fellowship does not confer the right on holders to present themselves as holding particular expertise or permit them to undertake professional work in marine engineering or science or technology unless they are otherwise appropriately qualified to do so.
- 1.10.7 Honorary Fellows may use the postnominal HonFIMarEST to describe their relationship to the Institute.
- 1.10.8 Practicing Honorary Fellows are expected to abide by the Code of Professional Conduct at all times.

## 1.11 Additional Means of Recognition

### 1.11.1 Honorary Vice-Presidency

Criteria and Appointment

- 1.11.1.1 The Honorary Vice-Presidency is awarded to voting members of the Institute in recognition of exemplary service to the Institute. Length of service and commitment to the Institute's activities and organisation will be taken into account when considering appointment as an Honorary Vice-President.
- 1.11.1.2 Any member may nominate any Voting Member for consideration for appointment as an Honorary Vice-President but nominations will not be publicly sought.
- 1.11.1.3 Honorary Vice-Presidents are appointed by Council, normally on the recommendation of the Presidents' Advisory Committee.
- 1.11.1.4 There shall be a maximum of 30 Honorary Vice-Presidents at any given time.

Benefits, Rights and Responsibilities

- 1.11.1.5 Honorary Vice-Presidents will be presented with an insignia of office to be worn on the same occasions as current Institute insignia.
- 1.11.1.6 The Honorary Vice-Presidency bestows on its recipients no special rights or responsibilities.
- 1.11.1.7 The Honorary Vice-Presidency is not a category of membership and there are no associated postnominals.

### 1.11.2 President's Commendation Awards (PCAs)

Criteria and Appointment

- 1.11.2.1 President's Commendation Awards are awarded in recognition of dedicated service which is deemed to be worthy of recognition by the Institute as a whole.
- 1.11.2.2 Any member of the Institute may be nominated for a President's Commendation Award.
- 1.11.2.3 In exceptional circumstances, a non-member may be considered in recognition of extraordinary service to the Institute.
- 1.11.2.4 President's Commendation Awards are approved by the Board, normally at the next Board meeting following submission of the completed nomination.

Benefits, Rights and Responsibilities

1.11.2.5 A President's Commendation Award confers no special rights or responsibilities on its recipient.

1.11.2.6 It is not a category of membership and there are no associated postnominals.

## Chapter 2: Registration

Charter references	3(vi)
Bylaw references	7, 8, 9, 10
Section last updated	May 2021

### 2.1 Requirements for Registration

- 2.1.1 Council under delegated authority from the Board shall determine the requirements for the registration of members, subject to the requirements of any appropriate licencing bodies.
- 2.1.2 Council under delegated authority from the Board may assess and take decisions on applications for registration from persons holding relevant professional qualifications from other countries.
- 2.1.3 Council may delegate any operational functions and operational decisions relating to applications for registration to a Council Committee as it sees fit.

### 2.2 Categories of Registration, Abbreviated Titles and Description of Registration (Postnominals)

2.2.1 The Institute currently offers registration on the below listed registers:

(a) IMarEST Registers:

- (i) Chartered Marine Engineer (CMarEng)
- (ii) Chartered Marine Scientist (CMarSci)
- (iii) Chartered Marine Technologist (CMarTech)
- (iv) Incorporated Marine Engineer (IMarEng)
- (v) Registered Marine Scientist (RMarSci)
- (vi) Registered Marine Technologist (RMarTech)
- (vii) Marine Engineering Technician (MarEngTech)
- (viii) Marine Technician (MarTech)

(b) Engineering Council Registers:

- (i) Chartered Engineer (CEng)
- (ii) Incorporated Engineer (IEng)
- (iii) Engineering Technician (EngTech)

(c) Science Council Register:

- (i) Chartered Scientist (CSci)

2.2.2 Registrants are entitled to use the title of the Register to which they belong and to use after their names the relevant designatory letters (postnominals) as listed in parentheses beside each register in Regulation 2.2.1.

- 2.2.3 No different abbreviations may be used by Registrants to describe their relationship to their professional registration.
- 2.2.4 Postnominals, descriptors and descriptions of registration shall not be used in the name or description of any company or firm irrespective of whether any or all of its officers, employees or partners are entitled to use such designations individually.

## 2.3 Criteria for Registration

### 2.3.1 External Registers

Applicants for registration will be required to meet the criteria and competencies outlined in the Engineering Council's UK Standard for Professional Engineering Competence (UK-SPEC) document for Engineering Council Registers and the Science Council's CSci Competencies document for Science Council's CSci Register.

### 2.3.2 Licensed IMarEST Registers

Where the individual is not a member of IMarEST with an appropriate category of membership, applicants for registration must meet the requirements outlined in Regulation 2.3.3 and any criteria and competencies specified in the relevant licensing agreement.

### 2.3.3 IMarEST Registers

- (i) Chartered Marine Engineer Membership at Fellow or Member level and fulfilling the requirements for registration as a Chartered Engineer, whether so registered or not.
- (ii) Chartered Marine Scientist Membership at Fellow or Member level, or at an equivalent level in an organisation eligible for this registration under a licensing agreement, and fulfilling the requirements for registration as a Chartered Scientist, whether so registered or not.
- (iii) Chartered Marine Technologist Membership at Fellow or Member level, or at an equivalent level in an organisation eligible for this registration under a licensing agreement, educated as a Marine Technologist and undertaken a formation process in marine technology recognised by Council as being substantially equivalent to that required of Chartered Marine Engineers and Chartered Marine Scientists
- (iv) Incorporated Marine Engineer Membership at Fellow or Member level and fulfilling the requirements for registration as an Incorporated Engineer, whether so registered or not.
- (v) Registered Marine Scientist Membership at Fellow or Member level, or at an equivalent level in an organisation eligible for this registration under a licensing agreement, educated as a Marine Scientist and undertaken a formation process in marine science recognised by Council as being substantially equivalent to that required of Incorporated Marine Engineers
- (vi) Registered Marine Technologist Membership at Fellow or Member level, or at an equivalent level in an organisation eligible for this registration under a licensing agreement, educated as a Marine Technologist and undertaken a formation process in marine technology recognised by Council as being substantially equivalent to that required of Incorporated Marine Engineers



- |                                     |  |
|-------------------------------------|--|
| (vii) Marine Engineering Technician | Voting membership and fulfilling the requirements for registration as an Engineering Technician, whether so registered or not.   |
| (viii) Marine Technician            | Voting membership, or at an equivalent level in an organisation eligible for this registration under a licensing agreement, educated as a Marine Scientist or a Marine Technologist and undertaken a formation process in marine science or marine technology, as appropriate, recognised by Council as being substantially equivalent to that required of Marine Engineering Technicians. |

## 2.4 Specialisms within IMarEST Registers

- 2.4.1 The Institute may award additional descriptive postnominals to suitably qualified Registrants.
- 2.4.2 Such registrants must fully meet both the criteria required for admission to the main register and the additional criteria specified for the relevant specialism.
- 2.4.3 The specialist descriptive postnominals offered by the Institute are:
- CMarTech(Navigation)
  - CMarTech(Cartography)
  - CMarSci(Hydrography) / RMarSci(Hydrography)
  - CMarSci(Oceanography) / RMarSci(Oceanography)
  - CMarSci(MetOcean)
  - CMarTech(ROV) / RMarTech(ROV) / MarTech(ROV)

## 2.5 Professional Development for Registrants

- 2.5.1 All registrants must continue their professional development in order to develop and maintain their professional competence.
- 2.5.2 The continuing professional development (CPD) obligations required of Registrants will be defined by reference to recommendations from the Institute, the Engineering Council and/or the Science Council, and through providing individual advice to Registrants on their continuing professional development.
- 2.5.3 All registrants shall be required to maintain documentary evidence of their continuing professional development and to provide this to the Institute if requested to do so.
- 2.5.4 The Institute shall seek to inspect selective continuing professional development (CPD) records on an annual basis.
- 2.5.5 A registrant's refusal to comply with professional development requirements may lead to action being taken to remove them from the register.

## Chapter 3: Membership and Registration Appeals Procedures

Charter references	
Bylaw references	
Section last updated	June 2018

### 3.1 Principles

- 3.1.1 Applicants dissatisfied with the outcome of their membership and/or registration application have the right of Appeal and Second Appeal.
- 3.1.2 An Appeal must be registered and the process fully concluded prior to launching a Second Appeal.

### 3.2 Appeal

- 3.2.1 Any applicant dissatisfied with the outcome of his membership and/or registration application should notify the Registrar in writing (the first letter of appeal) within 14 calendar days of receipt of the application decision. The notification should include the substantive reasoning behind the dissatisfaction with the outcome, any additional relevant information and supporting documentation.
- 3.2.2 The Membership Committee will endeavour to ensure that issues resulting from any decision relating to a membership or registration application are resolved satisfactorily with the candidate without the need to resort to the Second Appeal.
- 3.2.3 The Chair of the Membership Committee shall decide whether the appeal shall be forwarded to the Individual Case Procedure Board for consideration in the first instance or considered directly by Membership Committee.
- 3.2.4 The ICP Board and/or Membership Committee shall consider the application at its next meeting.
- 3.2.5 The candidate will be informed of the Membership Committee's decision within 14 calendar days of its meeting.

### 3.3 Second Appeal

- 3.3.1 If the applicant is still dissatisfied with the decision following an Appeal, a second letter of appeal may be submitted to the Chief Executive/Secretary of the Institute within 28 calendar days of notification of the outcome of the Appeal.
- 3.3.2 The aims of the Second Appeal are to ensure that:
  - (i) the candidate has been able to present all the relevant information to the Membership Committee;
  - (ii) the correct procedures have been followed;
  - (iii) the original decision has been carefully reviewed; and
  - (iv) the Independent Appeal Review Panel reaches a fair decision based upon all evidence available.
- 3.3.3 Council shall, at its next meeting or by email decision, appoint an Independent Appeal Review Panel to determine, prima facie, the validity of the case.
- 3.3.4 Council will consider the appeal at its next meeting following receipt of the report from the Independent Appeal Review Panel to decide the final outcome of the application. Council may

decide to uphold or overturn the original Membership Committee decision, on or against the recommendation of the Panel.

- 3.3.5 The applicant shall be informed of the outcome of the appeal within 14 calendar days of the decision by Council.
- 3.3.6 Council shall be required to give reasons for their decision.
- 3.3.7 The Board shall decide any fee to be charged for a Second Appeal, the amount of which shall be communicated to applicants at the same time as the notification that an Appeal has not been successful.
- 3.3.8 The decision of Council shall be final but without prejudice to any separate right of appeal to the Engineering Council or Science Council regarding inclusion on their registers.

## 3.4 Rules for the Functioning of Independent Appeal Review Panels

### 3.4.1 Composition of the Panel

- 3.4.1.1 The Panel shall be composed of 4 Voting Members of the Institute from a membership category appropriate for the application under review. Panel members must be knowledgeable of the Institute's membership processes, but must neither have been involved in previous Membership Committee decisions relating to the applicant nor had dealings with the applicant during the previous three years.
- 3.4.1.2 In the case of an appeal partly or wholly related to an application for registration, members of the Independent Appeal Review Panel shall also hold appropriate registration at the same or a higher level than that sought by the applicant.

### 3.4.2 Purpose and Functioning of the Panel

- 3.4.2.1 Quorum: 3
- 3.4.2.2 The Panel shall:
  - (a) Appoint a Chair from within its membership who shall have a second or casting vote in the case of equality of votes;
  - (b) Meet within 8 weeks of appointment;
  - (c) Receive the following documents as part of its initial case file:
    - (i) the relevant IMarEST Standards and Procedures document, together with all guidelines documentation on membership;
    - (ii) the letter(s) of appeal, together with any supporting documentation from the candidate;
    - (iii) the original application form from the candidate;
    - (iv) the Professional Review Interview report (if appropriate) from the PRI assessors;
    - (v) relevant information supplied by the Chair of the Membership Committee concerning the original decision of Membership Committee, together with the decision notification(s) sent to the candidate; and
    - (vi) minutes of all ICP Board and/or Membership Committee meeting(s) that considered the candidate's application originally and/or on Appeal;
  - (d) Give the applicant no less than 10 calendar days' notice of the hearing, providing copies of documents provided to the Panel; and
  - (e) Make whatever inquiries it may think fit, including making enquiries directly of the applicant.

(f) Submit a final written report with recommendations to Council.

3.4.2.3 At the Panel's discretion, the applicant may be permitted or required to attend the hearing to present evidence in person.

3.4.2.4 In cases of appeal related partly or wholly to Engineering Council or Science Council registration, a representative from the relevant licencing body may attend meetings of the Appeal Review Panel.

## Chapter 4: Code of Professional Conduct

Charter references	2(ii)
Bylaw references	4(ii), 9
Section last updated	November 2020

### 4.1 Each member shall:

- (i) Adhere to legal requirements and the recognised standards of professional conduct in their country of residence and, if different, in the country for or in which the work is being carried out;
- (ii) Treat all persons fairly and with respect;
- (iii) Act with skill, care and diligence and with regard to professional standards;
- (iv) Safeguard the public interest in matters of safety, health, and the environment and sustainability;
- (v) Exercise their professional skill and judgement to the best of their ability and not undertake work outside their competence;
- (vi) Accept responsibility for the work they undertake or which is undertaken under their supervision;
- (vii) Develop and maintain their professional competence;
- (viii) Discharge their professional responsibilities with integrity, rejecting corrupt practices of any sort (such as bribery or anti-competitive practices/anti-trust violations) and maintain any necessary professional indemnity insurance;
- (ix) Assess and manage relevant risks and communicate these appropriately;
- (x) Avoid actual conflicts of interest and report any perceived conflicts to affected parties;
- (xi) Maintain employer and/or client confidentiality;
- (xii) Adopt and promote awareness, compliance and use of appropriate judgement in relation to all security matters including, but not limited to, those related to communications, information security and cybersecurity;
- (xiii) Raise, with their employer and/or appropriate regulatory authority, concerns about a danger, risk, malpractice or wrongdoing which in their professional judgement affects others ('whistleblowing') and support a colleague or any other person to whom they have a duty of care who in good faith does so;
- (xiv) Comply with the provisions of the Royal Charter, Bylaws and Regulations of the Institute;
- (xv) Notify the Institute of any significant violation of the Institute's Code of Professional Conduct by another member;
- (xvi) Notify the Institute in writing if convicted of a criminal offence or an adverse civil court judgement related to any aspect covered by this Code of Professional Conduct or if adjudged bankrupt or if disqualified as a Company Director or Charity Trustee; and
- (xvii) Notify the Institute if they have had membership of another professional body terminated as the result of a disciplinary proceeding.

## Chapter 5: Professional Disciplinary Procedures

Charter references	2(ii)
Bylaw references	4(ii), 9
Section last updated	June 2020

### 5.1 General Principles

- 5.1.1 Complaints against a member for an alleged breach of Institute's Code of Professional Conduct should be notified in writing, to the Chief Executive/Secretary of the Institute.
- 5.1.2 The Institute itself may investigate an apparent breach of the Code of Professional Conduct even if no complaint has been received or if a member has been convicted of, or accepted a caution for, a relevant criminal offence, though an adverse verdict should not in itself form the basis of a complaint. In such cases, it will seek to do so through a third party so that its judicial role will not be compromised.
- 5.1.3 For disciplinary purposes, a member shall be deemed a member even if they try to resign after a complaint or breach notification has been lodged against them with the Institute and/or has membership and /or registration fee arrears but has not formally resigned and remains on the Institute rolls.
- 5.1.4 Professional Disciplinary Procedures are conducted under the principle of natural justice with confidentiality maintained throughout proceedings.
- 5.1.5 Members of Institute staff may provide secretariat support to the Investigation Panel, Disciplinary Committee and Appeal Panel but shall not serve as members of these bodies, even if they are Voting Members of Institute and/or suitably qualified Registrants in their own right.
- 5.1.6 Suitable training will be provided to all those involved in assessment and adjudication as part of the Professional Disciplinary Procedures.
- 5.1.7 Council may decide to publish in the public interest details of established breaches of the Code of Professional Conduct. A subject found not to be liable following a disciplinary enquiry may ask for this finding also to be published.
- 5.1.8 The Institute will inform the Engineering Council and Science Council of any members expelled regardless of whether the individual currently holds professional registration via the Institute.
- 5.1.9 Written records of each and every stage of a disciplinary action shall be maintained for a period of at least ten years following conclusion of the final stage and beyond any minimum period specified for reapplication if the sanction included expulsion from membership and/or registration. The records shall include copies of all written evidence submitted, a summary of the oral evidence in support of the alleged breach and in rebuttal or mitigation, including any salient points elicited and a summary of the Investigation Panel, Disciplinary Committee and Appeal Panel's reasons for their decisions.

### 5.2 Investigation Panel

- 5.2.1 Such matters shall, in the first instance, be investigated by an Investigation Panel, specifically appointed by the Board to consider the matter.
- 5.2.2 The Panel shall be composed of at least 1 Voting Member of the Institute, deemed by the Board to be competent to investigate the matter and who is without perceived conflict of interest and not personally involved with the member under investigation.
- 5.2.3 The Investigation Panel shall make whatever enquiries it may think fit.

- 5.2.4 If, at the conclusion of its enquiries, the Investigation Panel decides that there is, prima facie, a case to answer it shall ask the Board to appoint a Disciplinary Committee and then refer the matter directly to the Disciplinary Committee.
- 5.2.5 The Investigation Panel shall provide the Disciplinary Committee with a statement in writing of any charge or charges of professional misconduct brought against the member, accompanied by a report of the inquiry made by the Investigation Panel and any supporting relevant documents. A copy of this material shall at the same time be supplied to the member under investigation.

### 5.3 Disciplinary Committee and Disciplinary Hearing

- 5.3.1 Quorum: 3
- 5.3.2 Whenever a charge is brought against a member by an Investigation Panel, the Board will appoint a Disciplinary Committee to hear the charges.
- 5.3.3 The Committee shall be composed of at least two Voting Members of the Institute, deemed by the Board to be competent to investigate the matter and who are without perceived conflict of interest and not personally involved with the member under investigation nor current members of the Board or Council and of whom at least one shall be a member of the same category as the member under enquiry. The Committee shall also include an independent member.
- 5.3.4 No individual shall be eligible to serve on the Disciplinary Committee and the Investigation Panel related to the same case.
- 5.3.5 No Disciplinary Committee shall commence its proceedings before the final disposition of any civil or criminal court proceedings, including appeals, related to the alleged misconduct.
- 5.3.6 The Disciplinary Committee shall hear and determine any charge of professional misconduct against a member and shall decide the sanction (if any) to be imposed.
- 5.3.7 The Disciplinary Committee shall make whatever enquiries it may think fit.
- 5.3.8 The burden of proof for disputed facts shall normally be the civil standard (balance of probabilities); however, where serious misconduct rather than lack of competence is alleged or loss of livelihood would result, the criminal standard (beyond reasonable doubt) is likely to be more appropriate. The Disciplinary Committee shall make it clear to all parties what standard is being applied to disputed facts in a given case. Whether or to what extent proven facts amount to professional misconduct or affect fitness to practice is for the Committee to judge and is not related to the standard of proof used.
- 5.3.9 The subject of the complaint shall be given a minimum of 28 calendar days' notice of the hearing and is entitled to be present at the hearing, with or without an accompanying friend, and may be represented by a lawyer. Either party should give a minimum of 14 calendar days' notice to the other should they intend to have legal representation at the hearing.
- 5.3.10 The said member shall be given a full and fair opportunity of being heard and of calling witnesses and cross-examining any other witness.
- 5.3.11 The Disciplinary Committee shall inform the Board in writing of the outcome of its deliberations.

### 5.4 Sanctions

- 5.4.1 If the Disciplinary Committee finds that the charge(s) have been proven, it must decide the suitable sanction, which shall be commensurate with the seriousness of the breach. Options for sanctions are:
  - (a) warning the member concerned privately as to the member's future conduct; or
  - (b) reprimanding the member concerned; or

- (c) suspending the member concerned for a stated period of time with advice as to suitable retraining and informing the Engineering Council, the Science Council or other relevant body as appropriate; or
- (d) removing registration, without expulsion from the membership, and informing any relevant licencing body; or
- (e) expelling the member concerned and informing any relevant licencing body. Any decision to expel a member shall be by resolution passed unanimously by Disciplinary Committee members present at the meeting and voting.

5.4.2 The Chief Executive/Secretary shall inform the member of the sanction in writing within 14 days.

## 5.5 Appeal

5.5.1 The subject of the complaint shall have 30 days from the date of notification of the outcome of the Disciplinary Hearing and any sanctions imposed by the Disciplinary Committee to lodge an appeal in writing to the Chief Executive/Secretary.

5.5.2 If no appeal application is received or if the request is refused, the sanction shall take effect forthwith.

5.5.3 The application shall be decided by the Presidential Team.

5.5.4 Grounds on which an Appeal application may be granted are:

- (a) jurisdiction (whether the alleged misconduct would be within the scope of the provisions of the Bylaws or Code of Professional Conduct);
- (b) procedure (was not followed);
- (c) perversity (the decision was perverse in the light of the evidence);
- (d) new evidence (which could not reasonably have been produced at the original hearing);
- (e) proportionality (the sanction imposed was disproportionate to the gravity of the breach).

5.5.5 If the application is granted on one or more of the above grounds, an Appeal Panel shall be convened to hear the merits of the appeal itself.

## 5.6 Appeal Panel

5.6.1 Quorum: 3

5.6.2 If an application for leave to appeal is granted, the Board shall appoint an Appeal Panel comprising two Fellows, neither of whom is a current Council Member or Trustee, served on the related Investigation Panel or Disciplinary Committee or are known to or personally involved with the member who is appealing or any of witnesses or representatives involved during the Disciplinary Committee phase and one lay person independent of the Institute.

5.6.3 The Appeal Panel shall make additional enquiries as it may think fit and consider new evidence.

5.6.4 The Appeal Panel may uphold or reverse the decision of the Disciplinary Committee or uphold the decision of the Disciplinary Committee while reducing the sanction.

5.6.5 The Appeal Panel's decision shall be final.

5.6.6 Any sanction applied at the conclusion of disciplinary proceedings (defined as following any appeals) shall form a permanent part of the relevant individual's membership record. In the case of expulsion, the sanction shall be recorded on the former member's record to be available in the event of subsequent reapplication.



## Chapter 6: Annual General Meeting and Extraordinary General Meetings

Charter references	
Bylaw references	28-31
Section last updated	June 2022

### 6.1 General Provisions for General Meetings

- 6.1.1 All members may attend General Meetings but only Voting Members may vote or be counted towards the meeting quorum.
- 6.1.2 No business shall be transacted at a General Meeting unless a quorum is present.
- 6.1.3 Any General Meeting other than the Annual General Meeting (AGM) shall be an Extraordinary General Meeting (EGM).
- 6.1.4 All business transacted at an EGM shall be classed special business.
- 6.1.5 All officers and other persons retiring at any meeting shall hold office until the conclusion of that meeting.
- 6.1.6 Any General meeting can be held in person, online, or hybridly.

### 6.2 Voting at General Meetings

- 6.2.1 On a show of hands, a Voting Member present in person shall have one vote, and in the case of a poll of the Voting Members at the meeting, every Voting Member present in person or by proxy shall have one vote.
- 6.2.2 In the case of an equality of votes in either a show of hands or a poll, the Meeting Chair shall have a second or casting vote in addition to their personal vote.
- 6.2.3 A poll may be demanded by the Meeting Chair or by any five Voting Members present at the meeting.
- 6.2.4 The Meeting Chair shall have the final decision on whether a poll is taken and if so, whether it will be done immediately in the meeting or subsequently outside of the meeting.
- 6.2.5 No notice need be given of a poll not taken immediately (i.e. taken subsequently outside of the meeting) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.2.6 A demand for a poll may be withdrawn.
- 6.2.7 The demand for a poll shall not prevent the continuation of the meeting for the transaction of any business other than the question on which a poll has been demanded.

### 6.3 Proxy Voting at General Meetings

- 6.3.1 Any Voting Member unable to attend a General Meeting may appoint the Meeting Chair as a proxy to vote on their behalf.
- 6.3.2 A Proxy Registration Form is available on request from Headquarters but failure to use this form does not invalidate the appointment of a proxy as long as the information specified in Regulation 6.3.3 is provided.

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- 6.3.3 To be valid, a proxy registration must include the full name, membership number and membership category of the member appointing the proxy, the signature of the member (or their attorney, duly authorised in writing by the member), the meeting to which the proxy applies, and instructions regarding how the proxy vote should be cast on each item.
- 6.3.4 The instrument of proxy must be received at Institute Headquarters no later than 48 hours in advance of the General Meeting to which it applies.

## Chapter 7: Board of Trustees

Charter references	
Bylaw references	13, 14-23, 26-27
Section last updated	June 2023

### 7.1 Terms of Reference

#### 7.1.1 Purpose

The Board is the governing body of the Institute. Its members (both Council and Non-Council Trustees) are the charity trustees of the Institute.

#### 7.1.2 Responsibilities:

- (a) To oversee the strategy and management of the organisation to ensure that it delivers its charitable purposes for the public benefit
- (b) To establish and review the policies, strategy and business plans of the Institute and to take responsibility for its assets, investment portfolio and overall operations
- (c) To ensure that the Institute operates in accordance with all legal requirements, its own governance documentation and the requirements of the Charity Commission
- (d) To oversee the risk management of the Institute, ensuring that an appropriate framework to identify and mitigate risks is in place
- (e) To approve the Annual Report and Accounts
- (f) To appoint Non-Council Trustees
- (g) To appoint (and if necessary, dismiss) the Chief Executive

### 7.2 Delegation

The Board may delegate authority to:

- (a) Wholly-owned subsidiary companies; or
- (b) Council; or
- (c) Committees appointed by the Board or Council on which the Chair must normally be a member of the appointing body; or
- (d) The Chief Executive/Secretary.

### 7.3 Board Meetings

- 7.3.1 There shall be no less than four Board meetings each year. Additional meetings may be convened by the Chair or Vice-Chair or at the request of at least five Board Members.
- 7.3.2 The Chief Executive, and other senior members of the Executive when required, shall attend Board meetings and be permitted to speak but shall have no vote.
- 7.3.3 Any Council Committee Chair who is not a charity trustee of the Institute may be invited to attend Board meetings and will be permitted to speak but shall have no vote.

## 7.4 Removal of a Member or Chair of the Board

- 7.4.1 The office of a Council Trustee shall be vacated if a minimum of two-thirds of the members of Council present and voting in a secret ballot at a meeting of the Council so resolve, following consideration of the Trustee's future on the recommendation of the Board.
- 7.4.2 The office of a non-Council Trustee, Board Chair or Board Vice-Chair shall be vacated if a minimum of two-thirds of the total Board in a secret ballot so resolve. A Board Vice-Chair who is removed as Vice-Chair by the Board but is a Council Trustee will continue to serve in that capacity unless also removed by Council under the procedure for removal of a Council Trustee.
- 7.4.3 Any discussion to remove the Chair of the Board shall be chaired by the Vice-Chair but the Chair shall have the right to be present and contribute to at least part of any such discussion. The final discussion and vote shall be held without the presence of the Chair.
- 7.4.4 The office of any member of the Board of Trustees shall automatically be vacated if the member:
- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
  - (b) shall or would be disqualified by law in England and Wales from being a charity trustee; or
  - (c) by notice in writing to the Institute resigns from the Board/Trusteeship; or
  - (d) except in the case of non-Council trustees, ceases to be a member of the Institute; or
  - (e) in the case of Council Trustees, resigns from or ceases to be a member of Council; or
  - (f) in the case of Officers, resigns by notice in writing to the Institute from the office held or ceases to hold an appropriate level of membership as required for that office.

## 7.5 Transfer from Council Trustee to Non-Council Trustee Role

- 7.5.1 A Council Trustee who leaves the Board mid-term due to leaving Council may be immediately appointed to the Board as a Non-Council Trustee
- 7.5.2 In such cases, previous service as a Council Trustee will count towards their term expiration dates and limits as a Non-Council Trustee.

## 7.6 Election of the Chair of the Board of Trustees

- 7.6.1 The Chair shall be a Fellow of the Institute but need not be a member of the Board or Council at the time of election.
- 7.6.2 The President or Immediate Past President, in consultation with the Chief Executive and Board Members, shall identify one or more suitable candidates for the Chair. Should there be more than one candidate, the decision may be made by consensus or ballot, at the Board's discretion.
- 7.6.3 The Chair shall be elected by the Board no later than at the Board meeting immediately prior to the Institute's Annual General Meeting at which a new Chair is due to assume office.
- 7.6.4 The Chair's term of office will commence and conclude at the end of the Annual General Meeting in the relevant years.
- 7.6.5 No Chair shall remain in office for more than two continuous terms of three years; however, any time spent filling a casual vacancy as Chair prior to the commencement of the first full term of office will not count toward this restriction.

## 7.7 Filling a Casual Vacancy for Chair of the Board of Trustees

- 7.7.1 A casual vacancy for Chair will arise whenever the incumbent is unable to serve to the conclusion of a current term of office for any reason.
- 7.7.2 The Vice-Chair of the Board will serve as Interim Board Chair until the Board is able to fill the vacancy for Chair.
- 7.7.3 The Board shall elect a new Chair as soon as possible and no later than at the last Board meeting before the first Annual General Meeting held following the vacancy arising. The new Chair shall fill a casual vacancy from time of appointment until the Annual General Meeting, at which he will immediately commence a first full three-year term of office.
- 7.7.4 Should a vacancy arise between the last scheduled Board meeting and the Annual General Meeting, the Board may, in its sole discretion, call a special Board Meeting to elect a new Chair or defer the election until its next regularly scheduled Board Meeting (i.e. after the Annual General Meeting), in which case the appointee will fill a Casual Vacancy until the subsequent year's AGM before commencing a first full three-year term of office.
- 7.7.5 The President shall take informal soundings among current Board Members to identify one or more suitable candidates to fill the casual vacancy. Wherever possible, more than one candidate shall be identified and put forward to the Board for consideration.
- 7.6.6 Should an election be necessary to identify the Board's preference to fill the casual vacancy, the ballot may be carried out electronically or in a physical meeting, by consensus, a show of hands or by secret written ballot, at the Board's discretion.

## 7.8 Election of a Vice-Chair of the Board of Trustees

- 7.8.1 The Vice-Chair will be elected by the Board from within its current membership of Council and Non-Council Trustees.at the first Board meeting held following the Council meeting at which new Council Trustees are appointed after the Annual General Meeting in the years when the incumbent reaches the end of a term of office as Vice-Chair or ceases to be a Board member for any reason.
- 7.8.2 Volunteers or nominations of colleagues should be required in advance and in time for the appointment of the Vice-Chair to be considered at the meeting.
- 7.8.3 Should there be multiple candidates, the appointment may be decided by consensus, a show of hands or a secret ballot.

## 7.9 Filling a Casual Vacancy for Vice-Chair of the Board of Trustees

- 7.9.1 The Vice-Chair will be elected by the Board from within its current membership of Council and Non-Council Trustees.no later than at the second Board meeting following the resignation of the incumbent.
- 7.9.2 Volunteers or nominations of colleagues should be required in advance and in time for appointment of a new Vice-Chair to be considered at the meeting.
- 7.9.3 Should there be multiple candidates, the appointment may be decided by consensus, a show of hands or a secret ballot.

## 7.10 Filling a Casual Vacancy for Honorary Treasurer

- 7.10.1 Should an Honorary Treasurer be unable to complete their term of office, the Board shall appoint an Honorary Treasurer, normally from within the existing membership of the Finance & Investment Committee, to serve until the next annual election for Honorary Treasurer.

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- 7.10.2 Should the casual vacancy occur after the annual closing date for nominations with only the individual causing the casual vacancy duly nominated, the Acting Honorary Treasurer will serve until the next annual election cycle.

## Chapter 8: Council

Charter references	
Bylaw references	13, 24, 26-27
Section last updated	June 2023

### 8.1 Terms of Reference

#### 8.1.1 Purpose:

Council is the representative body of the members of the Institute and acts in an advisory capacity to the Board of Trustees. It also provides oversight for the professional, technical and learned society activities of the Institute under delegation from the Board.

#### 8.1.2 Specific Responsibilities:

Under delegated authority from the Board, Council shall:

- (a) Review the professional, technical and learned society affairs of the Institute
- (b) Receive comprehensive updates on and provide oversight for the work of Council's Committees
- (c) Determine the requirements for membership of the Institute, registration on the Institute's own registers and eligibility for reduced subscriptions
- (d) Serve as a key channel of communication to and from branches and the grassroots membership, ensuring effective two-way communication
- (e) Oversee the awarding of bursaries and awards
- (f) Appoint the President and President-Elect
- (g) Appoint Appointed Members of Council
- (h) Appoint Council Trustees
- (i) Appoint Honorary Fellows
- (j) Appoint Honorary Vice-Presidents
- (k) Appoint the Chairs of Council Committees
- (l) Appoint the Vice-Chair of Council

### 8.2 Delegation

Council may, with the approval of the Board, delegate any of their powers or discretions to a Committee.

### 8.3 Council Meetings

8.3.1 Council shall meet at least twice a year. Additional meetings may be convened by the President as Chair of Council or at the request of at least 10 Council Members.

8.3.2 Council Committee Chairs who are not Council Members will attend Council Meetings to report to Council on their Committee's business and may attend any or all other session(s) of the Council

Meeting. They may speak on any item but will not have voting rights unless they are Council Members in their own right.

- 8.3.3 One representative from each branch committee and other stakeholders may attend Council meetings at the discretion of the meeting chair and speak but not vote unless they are also Council Members in their own right. Expenses associated with meeting attendance by non-Council members will only be payable if their attendance is specifically requested for particular item(s) on the meeting agenda.
- 8.3.4 The Chief Executive, and other senior members of the Executive when required, shall attend Council meetings and be permitted to speak but shall have no vote.
- 8.3.5 Minutes of Council Meetings shall be made available to all Institute members via publication in the Member-only part of the Institute's website after they have been approved by Council at its next meeting and with any redactions or anonymising alterations requested by Council.

## 8.4 Casual Vacancies for Appointed or Elected Members of Council

- 8.4.1 Council may fill casual vacancies for Elected or Appointed Members of Council.
- 8.4.2 Vacancies for Elected Members not filled through the Council Election process shall be treated as Casual Vacancies.
- 8.4.3 For an Elected Member of Council seat, an individual appointed to fill a casual vacancy needs to fulfil all eligibility criteria to stand in an election for that seat. The seat will be included in the next available election cycle, with the casual vacancy appointment expiring at the relevant Annual General Meeting.
- 8.4.4 Appointed Members of Council appointed to take office at any time other than at an Annual General Meeting shall be deemed to fill a vacancy until the next Annual General Meeting and to commence a first full three-year term at that Annual General Meeting.

## 8.5 Council Elections for Elected Members of Council and Honorary Treasurer

### 8.5.1 Electoral Divisions

8.5.1.1 The current electoral divisions are:

- (a) Americas
- (b) ANZSPAC (Australia and New Zealand)
- (c) Asia Pacific (excluding Australia and New Zealand) (AsiaPac)
- (d) Europe, Middle East and Africa (EMEA)

8.5.1.2 The Electoral Divisions can be amended at the discretion of the Board.

8.5.1.3 No individual can stand in both the Elected Member of Council and Honorary Treasurer elections in a single election cycle. An existing Elected Member of Council who is mid-term will automatically be deemed to have resigned from that position if elected as Honorary Treasurer.

### 8.5.2 Elected Members of Council

Elected Members of Council are nominated by and voted into office by the Voting Members of the Institute in the Electoral Division they represent.

### 8.5.3 Divisional Allocation of Elected Member Seats on Council

8.5.3.1 Each electoral division will have one Elected Member of Council for every full 4% of the voting membership of the Institute registered in that electoral division based on Voting Members' 'Preferred



Address' choice. Any electoral division that fails to meet the first 4% threshold will still receive one Elected Member seat on Council.

8.5.3.2 The calculation shall be carried out using membership data in October of the calendar year prior to the year in which the Annual General Meeting at which the elected members will take office is held.

8.5.3.3 Modifications to the composition of Council will be carried out by adjusting the number of seats due for election in a given election cycle wherever possible. Should this not be possible, volunteers for retirements will be sought among the relevant electoral division's current Elected Members. If an insufficient number of volunteers are forthcoming, lots will drawn if necessary.

#### 8.5.4 Election of the Honorary Treasurer

8.5.4.1 A single election involving all Voting Members worldwide is held annually for the position of Honorary Treasurer.

8.5.4.2 An Honorary Treasurer will normally be expected to serve no more than 6 consecutive one-year terms and there is an absolute maximum of 12 consecutive terms permitted, as specified in By-Law 13(iv).

8.5.4.3 Any casual vacancy for Honorary Treasurer will be filled by the Board (see Regulation 7.9).

#### 8.5.5 Nominations

8.5.5.1 Completed Nomination Forms for election to Council as an Elected Member or as Honorary Treasurer must be submitted by the deadline given (17:00 London Time on 1 November or the next UK working day thereafter if 1 November is not a working day in a given year).

8.5.5.2 Nominees for Elected Member positions can only stand in the Electoral Division in which they are registered.

8.5.5.3 Nominations will be supported by a proposer and seconder, both of whom must be Voting Members of the Institute (and, for Elected Member elections also registered in the same Electoral Division as the nominee) and include an election statement by and biographical and career details about the nominee.

#### 8.5.6 Voting/Ballots

8.5.6.1 Elections will be held by electronic ballot, though paper ballots will be sent to those Voting Members for whom the Institute does not hold a valid email address.

8.5.6.2 The election period shall not be less than 6 weeks for any election and shall end no less than 5 calendar days prior to the AGM.

8.5.6.3 The ballot or accompanying details shall include the biographical and career details of the candidates including details of previous service to the Institute, the candidate's electoral statement and the identities of their proposer and seconder.

8.5.6.4 Where possible, there will be at least one more candidate than the number of vacancies.

8.5.6.5 The President, President-Elect and Appointed Members of Council shall be appointed by the Council, to take effect as from an Annual General Meeting, and the names of those so appointed shall be included in the ballot material.

8.5.6.6 The names of the Chair and Vice-Chair of the Board shall, in years of appointment, also be notified on the ballot paper.

8.5.6.7 In the case of an uncontested vacancy, the candidate shall be deemed to have been elected unopposed.

### 8.5.7 Ballot Counting and Certification

- 8.5.7.1 No election shall be invalidated or otherwise affected by any ballot paper not having been sent to or received by any Voting Member.
- 8.5.7.2 No vote shall be invalid by reason of the death or incapacity of any person voting, notwithstanding that (in the case of incapacity) the same may have occurred before the vote was cast.
- 8.5.7.3 Any ballot paper which, when returned to the Secretary, records more votes for those nominated than there are vacancies to be filled, shall be void.
- 8.5.7.4 No election shall be invalidated or otherwise affected by any other irregularity, unless the same be brought to the notice of the Secretary not less than seven days before the date appointed for the declaration of the result and the decision of the Scrutineers as to the effect of such irregularity shall be final and conclusive.
- 8.5.7.5 The Scrutineers shall review the electronic voting records and certify the results for electronic ballots and, for paper ballots, scrutinise each ballot paper received to determine whether its votes have been validly cast and tally the valid votes received by each candidate in the election.
- 8.5.7.6 The Scrutineers shall combine the results of the electronic and paper ballots and prepare and certify two results lists for each election held:
- (i) Those that have been duly elected, in alphabetical order when there are multiple positions filled in a single election, to be used in announcing the election results
  - (ii) A list in order of voting precedence to be opened only at the express wish of Council and to be destroyed on the day of the AGM the following year
- 8.5.7.7 In the event of a tie for the last vacancy for an Elected Member of Council in an Electoral Division, the Scrutineers shall fill any such vacancy by the drawing of lots.
- 8.5.7.8 In the event of a tie in an election for Honorary Treasurer, the current President shall cast a deciding vote.

### 8.6 Appointed Members of Council

- 8.6.1 The purpose of appointed members of Council is to fill any gaps - geographic, specific topics of expertise, equality and diversity, classes of membership, etc – on Council given the composition of the elected membership of Council and Officers.
- 8.6.2 Although there can be up to 20 appointed members of Council, there should be no presumption that all 20 seats will be filled at any given time.
- 8.6.3 Council Committee Chairs who are not otherwise members of Council will normally be considered for appointment as an Appointed Member of Council but will not automatically be appointed.
- 8.6.4 Terms of office are for three years, once renewable. However, an Appointed Member is unlikely to be appointed to a second three-year term unless the gaps on Council are the same as when originally appointed.

### 8.7 Removal of a Council Member

- 8.7.1 The office of Honorary Treasurer or a seat of an Elected Member shall also be vacated if a majority of the Voting Members in a General Meeting so resolve.
- 8.7.2 The offices of President, President-Elect, or an Appointed Member of Council shall also be vacated if a minimum of two-thirds of the members of Council present and voting at a meeting of the Council so resolve.
- 8.7.3 The office of any member of Council shall automatically be vacated if the member:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation;
- (b) by notice in writing to the Institute resigns office; or
- (c) ceases to be a Voting Member of the Institute; or
- (d) in the case of an Elected Member or Officer, ceases to fulfil the specific eligibility criteria for seat or position held.

## 8.8 Appointment of Council Trustees to the Board of Trustees

- 8.8.1 A call for nominations for election to the Board as a Council Trustee shall be issued normally 14 calendar days and not less than 10 calendar days prior to the deadline for nominations. All valid nominations shall include biographical details of the candidate and an electoral statement and be supported by a proposer and seconder drawn from the pool of Council members who shall be making the appointment(s).
- 8.8.2 Nominations Committee will review the nominations received and provide advice to Council regarding the required and desired composition of the Board, highlighting any skills or expertise gaps in the Board's current or expected future membership.
- 8.8.3 The Committee shall also seek to ensure that there are more candidates than Council will likely appoint to the Board in any given election cycle.
- 8.8.4 Council shall decide first the number of Council Trustees to be appointed to the Board in any given year and then, if there are more candidates than places to be filled, vote by secret ballot to identify the candidates to be so appointed.

## 8.9 Vice-Chair of Council

- 8.9.1 Council shall appoint a Vice-Chair of Council to serve a three-year term, once renewable.
- 8.9.2 Previous service on Council, even if contiguous, will not be counted when calculating length of service/terms of office for the Vice-Chair.
- 8.9.3 Candidates for Vice-Chair of Council may but do not need to be existing members of Council at the time of appointment.
- 8.9.4 If the Vice-Chair of Council was an Elected Member of Council at the time of their election, that seat shall be included in the next round of Council elections. Council may, but is not required to, choose to treat any period between the elevation of an Elected Member to Vice-Chair and the next AGM as a Casual Vacancy.
- 8.9.5 For the purpose of Council configuration, Vice-Chairs of Council will be counted as an Appointed Member of Council and included in the maximum number of Appointed Members of Council allowed at any given time.

## 8.10 Casual Vacancy for President

Should a President be unable to complete their term of office, Council shall identify and appoint a replacement without delay, normally by bringing forward the term of the President-Elect.

## 8.11 Casual Vacancy for President-Elect

Should a President-Elect be unable to complete their term of office or should their term as President be brought forward to fill a casual vacancy for President, Council shall appoint a new President-Elect without delay, having sought the advice of the Presidents' Advisory Committee regarding possible candidates.

## 8.12 Casual Vacancy for Immediate Past President

- 8.12.1 Should an Immediate Past President be unable to remain in that position for their entire term of office, Council shall decide whether to appoint an acting Immediate Past President or leave the office vacant until the next planned transition of the Presidential Team.
- 8.12.2 If Council decides to leave the role vacant, Board will be asked to identify a temporary Chair for the Nominations Committee to serve until the next planned transition of the Presidential Team.
- 8.12.3 If Council decides to appoint a replacement, candidates shall in the first instance be sought from among those recent Past Presidents still actively involved in the Presidents' Advisory Committee.

## 8.13 Casual Vacancy for Vice-Chair of Council

Should a Vice-Chair be unable to complete their term of office for any reason, Council shall appoint a new Vice-Chair without delay, having sought the advice of the Nominations Committee regarding possible candidates.

## Chapter 9: General Rules for Committees (including Board and Council)

Charter references	
Bylaw references	
Section last updated	February 2020

### 9.1 Committee Meetings

#### 9.1.1 Operation of Meetings

- 9.1.1.1 Meetings held entirely by telephone or video conference or similar means of remote meeting arrangements shall be conducted under the rules for face-to-face meetings.
- 9.1.1.2 Committees will be supported by a member of the Executive.
- 9.1.1.3 Members of the Executive with responsibilities related to a Committee's remit will have the right to attend Committee meetings and speak but are not considered members of the Committee and have no vote.

#### 9.1.2 Pre-Committee Documentation including Agendas

- 9.1.2.1 Agendas and relevant concise papers shall be circulated to all committee members in advance, normally one calendar week in advance, of each committee meeting.
- 9.1.2.2 Committee members wishing to place an item on a committee's agenda should notify the Committee Secretary, preferably in writing, no less than 7 clear calendar days prior to the meeting if no paper is required or if it is already available and 14 days if a paper will need to be prepared.
- 9.1.2.3 Matters not on the written agenda may only be raised under Any Other Business. The Chair's decision on the length and depth of discussion of any such matter shall be final. Members may not use Any Other Business to revisit a decision previously made by the Committee without the Chair's explicit permission.

#### 9.1.3 Committee Records/Minutes

- 9.1.3.1 Board and Council are required to maintain full minutes including details of discussion/deliberations to enable an audit trail of decisions.
- 9.1.3.2 Board Committees and Council Committees, with the exception of Membership Committee and Professional Affairs & Education Committee, are required to maintain records of decisions and recommendations only; this need not be in full minute format but rather should be in whatever format would be most helpful to the Committee in managing its business and tracking progress.
- 9.1.3.3 Membership Committee and the Professional Affairs and Education Committee are required to maintain full minutes of membership and accreditation decisions, including the rationale for rejection or recommendations made where applicable, to enable an audit trail for appeals procedures.
- 9.1.3.4 Drafts of the meeting record shall be circulated to the meeting Chair for comment prior to circulation to the full committee.
- 9.1.3.5 The record shall be considered and formally approved at the Committee's next meeting and shall be considered draft until that has occurred.

#### 9.1.4 Confidentiality

Individual meeting papers or items marked confidential shall not be shared or discussed more broadly than with those who are entitled to attend the meeting without the prior explicit authorisation of the meeting's Chair.

#### 9.1.5 Conflicts of Interest

9.1.5.1 If a committee member has an actual or perceived conflict of interest with any matter to be discussed at a committee meeting, the member should declare an interest and offer to withdraw.

9.1.5.2 If such withdrawal destroys the quorum, the Chair shall postpone the item for discussion until the next meeting or continue the meeting under the rules for Inquorate Meetings.

9.1.5.3 Should it not be possible to form a quorum without the participation of the conflicted member, the Committee's quorum for that specific item only shall be the full committee membership minus the conflicted member, with the Chair holding a second and casting vote in the event of a tie.

9.1.5.4 Should the Committee Chair be the conflicted member, the Vice-Chair will hold the second and casting vote in event of a tie for the item in question.

#### 9.1.6 Quorate Meetings

9.1.6.1 A committee is quorate if a simple majority of its members is in attendance. Members attending remotely via telephone or video communication shall be counted as present for the purposes of determining whether a meeting is quorate and enjoy full rights as if they were physically present for the meeting.

9.1.6.2 Quorum for Council is 15 Elected/Appointed Members and two Officers.

9.1.6.3 Quorum for Board, as stated in Bylaw 17, is 7.

9.1.6.4 Quorum for Presidents' Advisory Committee is 5.

#### 9.1.7 Inquorate Meetings

9.1.7.1 Duly-called meetings where a quorum of members fails to be in attendance for part or all of the meeting may continue to discuss business and agree decisions or recommendations.

9.1.7.2 Any decisions or recommendations agreed by those committee members present during an inquorate part of the meeting must be ratified by a quorate majority of the committee prior to any action being taken or recommendation being formally made.

9.1.7.3 Ratification can take place at the Committee's next meeting or via the Out of Committee Decision Procedures.

#### 9.1.8 Voting in Committees

9.1.8.1 Decisions and recommendations at any meeting should be made by consensus whenever possible.

9.1.8.2 Should voting be required, this can be done by any means, at the Committee's discretion.

9.1.8.3 Each member shall have a single vote, except in the case of a tie, when the Chair (or the Vice-Chair if the Chair has a conflict of interest for that item) shall have a second and casting vote.

9.1.8.4 Results shall be determined by a majority of the members present and voting and announced at the meeting in which the vote was taken.

9.1.8.5 No committee member shall be permitted to vote on an item unless they have been present in the meeting for the whole of the discussion relating to that item.

9.1.8.6 Proxy and absentee voting is not permitted.

## 9.2 Out-of-Committee Decision Procedures

- 9.2.1 The Chair has sole discretion on whether a matter shall be put to an Out-of-Committee Decision or held over to the next regular meeting or whether a special meeting should be convened.
- 9.2.2. Items for Out-of-Committee Decision shall be circulated to the Committee in writing, normally via electronic means, with supporting documentation as appropriate, and giving both a clear deadline for response and a specific means of response.
- 9.2.3 Items will normally be issued and votes will normally be collated and tallied by the Committee's Executive support.
- 9.2.4 The Committee should normally be afforded the opportunity to discuss matters via electronic means or to request a virtual or face-to-face meeting prior to the deadline for voting.
- 9.2.5 A minimum of a quorate response is required for all out-of-committee decisions to be considered a valid decision of the Committee.
- (a) If the vote is unanimous with the votes received being either all for or all against the proposal, then the Committee will be deemed to have reached a decision as long as votes have been received from a quorum of the Committee.
- (b) If the vote is not unanimous with at least one dissenting vote received, then the Committee will be deemed to have reached a decision only if 75% of all eligible voters have voted.

## 9.3 Committee Membership and Terms of Office

- 9.3.1 Terms of office for Committee Members and Chairs shall be three years, once renewable, and normally commence at the conclusion of the Institute's Annual General Meeting.
- 9.3.2 At the discretion of Council for Council Committees and Board for Board Committees, a retiring Committee Member or Committee Chair can be reappointed to the Committee on an 'In Attendance' basis, as specified in 9.3.8, for one additional year. On completion of this year, the Committee Member is eligible to commence a new term of office as specified in 9.3.1.
- 9.3.3 The term of office of a retiring Chair can be extended by a maximum of one year in exceptional circumstance at the discretion of Council for Council Committees and the Board for Board Committees.
- 9.3.4 A Committee Member can commence a term as Chair immediately on conclusion of two terms as a committee member.
- 9.3.5 Casual vacancies can commence at any time during the year. Service filling a casual vacancy will not count as time served against the two three-year term limit.
- 9.3.6 Committee Members will normally be Voting or Non-Voting Members of the Institute, though non-members who are specially qualified or possess special expertise of relevance to the Committee's remit may be invited to serve on a committee. Such non-members may be appointed either as full (voting) Members or as 'In Attendance' Members of the Committee. The terms of appointment should be agreed and made explicitly clear at time of appointment.
- 9.3.7 Committee members will need to stand down immediately if they cease to fulfill the criteria for committee membership.

### 9.3.8 'In Attendance' Committee Membership

'In Attendance' Committee Members participate fully in a committee's business and meetings, usually because they possess specific expertise or represent a particular constituency. They may peak and fully contribute to the committee's work and debate but they do not have voting rights.

### 9.3.9 Resignation of a Committee Chair

Should a Committee Chair wish to resign prior to the end of their current term of office, the resignation should be submitted in writing, addressed and sent to the President for Council Committees and the Board Chair for Board Committees, normally with a copy to the Committee Secretary.

### 9.3.10 Resignation of a Committee Member

Should a member wish to resign from a Committee prior to the end of their current term of office, resignation should be submitted in writing, addressed and sent to the Committee Chair, normally with a copy to the Committee Secretary.

### 9.3.11 Leave of Absence for a Committee Member (including a Trustee)

- 9.3.11.1 A Committee Member or Trustee may seek a leave of absence if they expect to be unavailable for active participation for a period of time due to maternity/paternity leave, military service, personal illness, etc, but wish to return to their previous role on their return.
- 9.3.11.2 A leave of absence request should be submitted in writing addressed and sent to the Committee Chair, normally with a copy to the Committee Secretary, specifying the reason for the request and the expected length of the absence.
- 9.3.11.3 A seat vacated for a leave of absence may be left vacant or filled as a casual vacancy at the discretion of the body which usually appoints members to that role, as long as leaving the seat vacant would not result in the Committee/Board/Council being improperly constituted. For a leave of absence by an Elected Member of Council, Council itself shall serve as the appointing body, for the purposes of this provision only.
- 9.3.11.4 For appointments with calendar-based start and end dates, the end date of the term of office will remain fixed.
- 9.3.11.5 For appointments with fixed length of individual service but fluid dates, the length of the leave of absence shall be added onto the term when the member returns, regardless of whether the seat was filled as a casual vacancy.
- 9.3.11.6 An existing Vice-Chair will normally serve as Acting Chair during a chair's leave of absence, unless the body which usually appoints the Chair mandates a different arrangement. An Acting Vice-Chair may be appointed, at the discretion of the body that appoints Vice-Chairs for the relevant body.

## 9.4 Frequency and Notice of Meetings

- 9.4.1 Committees are expected to manage their timetables according to the demands of their business and to meet as frequently as necessary to deliver their remits successfully.
- 9.4.2 While many will need to meet more frequently to fulfill their remits, all Council Committees, Council itself and all Board Committees, except for Presidents' Advisory Committee (PAC) which is required to meet at least annually, are required to meet at least twice a year. Board, as stated in Regulation 7.3.1, is required to meet a minimum of four times a year.
- 9.4.3 Committee meetings shall be scheduled and notified to committee members as far in advance as possible and not less than 14 calendar days in advance regardless of whether the meeting is to be face-to-face or virtual, though the notice period for a specific meeting may be reduced by the agreement of all parties involved.

## 9.5 Subcommittees

- 9.5.1 Board Committees and Council Committees may appoint subcommittees to deal with subjects within their terms of reference.



- 9.5.2 The composition of subcommittees shall be determined by the relevant parent committees and the chair of a subcommittee shall be a member of the relevant parent committee.

## 9.6 Delegated Authority

Committees operating under delegated authority from another entity (e.g. another committee, Council or the Board) shall report non-routine decisions and provide regular updates on activities to the delegating authority. Supporting documents shall be made available for scrutiny by members of the delegating authority if requested.

## Chapter 10: Rules and Terms of Reference for Individual Committees

Charter references	
Bylaw references	
Section last updated	June 2023

### 10.1 Board Committees

#### 10.1.1 General Points for all Board Committees

10.1.1.1 The Chair of the Board and President have the right to attend and speak at any meeting of a Board Committee but are not members of the Committee and do not have the right to vote (unless otherwise members of the Committee in their own right).

10.1.1.2 The chairs of the Board committees shall report on their committees' activities at Board meetings.

#### 10.1.2 Finance & Investment Committee

Purpose:

To oversee the financial performance of the Institute and its investment portfolio on behalf of the Board

Membership:

Chair: Honorary Treasurer

Membership: Honorary Treasurer of the Guild of Benevolence

Ideally at least one Non-Council Trustee

At least two Council Trustees

Suitably-qualified investment adviser (optional)

The Board may at its discretion also appoint other non-Trustees with relevant expertise to serve on the Committee.

Council Trustees shall never form an absolute majority of the Committee.

The Chief Executive, Commercial & Finance Director and Management Accountant shall have right of attendance and may speak but are not considered members of the Committee and do not vote.

Specific Responsibilities:

- (a) To monitor the financial performance of the Institute including reviewing the half-year performance and advise the Board when action is needed
- (b) To review the Annual Report and Financial Statements in preparation for approval by the Board
- (c) To review and agree the budget assumptions and draft outline budget for the forthcoming year in preparation for approval by the Board
- (d) To oversee the operation of the Institute Treasury
- (e) To develop and review the appropriate investment strategy and reserves policy for the Institute's long-term assets, recommending to the Board when any action is necessary
- (f) To ensure that financial and investment advice is available to the Board as required
- (g) To monitor the coherence of the Institute and Guild of Benevolence approach to investment and advise both Boards when action is necessary

- (h) To monitor the performance of the Investment Managers and advise the Board when action to seek alternative management should be considered
- (i) To facilitate a detailed discussion on investment strategy and performance annually at Board, normally with the Institute's investment managers in attendance
- (j) To consider any failings, concerns or recommendations identified by the auditors during the annual audit of the Financial Report and Annual Accounts and ensure that they are effectively addressed in a timely fashion
- (k) To ensure that adequate risk management processes are in place and periodic reviews undertaken

### 10.1.3 Licensing Committee

#### Purpose:

The purpose of the Licensing Committee is to oversee the awarding of licences to marine and maritime societies under delegated authority from the Board and to ensure conformity with the requirements of the licence.

#### Membership:

- Chair: Board Member with registration experience or a nominee of the Board with relevant experience (who will become an In Attendance Member of the Board)
- Members: Chair or Vice-Chair of PAEC  
IMarEST Liaison Officers for each Licensed Body  
A representative from each Licensed Body  
At least three individuals with registration experience, of which at least one should be a Council Trustee or a Non-Council Trustee

*Representatives of licensed bodies will automatically be excluded from any discussions related to their own body or its license to avoid conflicts of interest.*

The Chief Executive and Head of Membership shall have right of attendance and may speak but are not considered members of the Committee and do not vote.

#### Specific Responsibilities:

- (a) To review new applications from societies for a licence and to make recommendations to the Board on the granting of a licence(s)
- (b) To undertake an initial review one year after the awarding of any new licence(s)
- (c) To undertake desktop based annual risk assessments based on submission of a report from the Licensed Body
- (d) To establish any monitoring or additional assessment activities arising as a result of the annual risk assessment
- (e) To conduct thorough 5-yearly licence reviews for all Licensed Bodies
- (f) To make recommendations to the Board following all review process on the maintenance, suspension or withdrawal of a licence(s)
- (g) To work with the Professional Affairs and Education Committee (PAEC) and Membership Committee (MC) to ensure that any changes to the IMarEST Standards, Codes of Professional Conduct etc. are incorporated into any Licensing Agreements, the Licensing Manual and the Registration Code of Practice.

- (h) To recruit Liaison Officers and to receive reports from those Liaison Officers on activities of the Licensed Bodies concerning their use of the licensed registers

#### 10.1.4 Nominations Committee

Purpose:

To make recommendations to Board and/or Council regarding certain positions and to ensure that a broad range of diverse candidates with suitable skills and expertise are available and considered for those positions

Membership:

Chair: Immediate Past President

Members: President

President-Elect

At least three Board Members, including at least one of whom must be a Non-Council Trustee

The Chief Executive has right of attendance and may speak but is not considered a member of the Committee and does not vote.

Specific Responsibilities:

- (a) To identify candidates and make recommendations regarding the following appointments for full terms or casual vacancies for the following:
  - (i) Council Trustees
  - (ii) Non-Council Trustees
  - (iii) Appointed Members of Council
  - (iv) Elected Members of Council, including the election for Honorary Treasurer (especially if an insufficient number of nominations are received in an election cycle to ensure a competitive election or fill the number of vacancies)
  - (v) Vice-Chair of Council
  - (vi) Membership of Board Committees
  - (vii) Chairs of Council Committees
  - (viii) Institute representation on Engineering Council and Science Council boards and committees
- (b) To maintain a watching brief on the Institute's representation on other external organisations and make recommendations or bring any issues to the attention of the Board as the Committee in its discretion deems appropriate

#### 10.1.5 Presidents' Advisory Committee (PAC)

Purpose:

To advise Council on the appointments of the Presidential Team, Honorary Fellows and Honorary Vice-Presidents and to provide counsel to the leadership of the Institute

Membership:

Chair: President

Members: President-Elect

Immediate Past President

Chair of the Board

Past Presidents

The Chief Executive has right of attendance and may speak but is not considered a member of the Committee and does not vote.

Specific Responsibilities:

- (a) To make recommendations to Council regarding the appointment of:
  - (i) President
  - (ii) President-Elect
  - (iii) Honorary Fellows
  - (iv) Honorary Vice-Presidents
- (b) To provide counsel or recommendations to the Board or Council on specific issues or policy when requested and, at the Committee's discretion, to draw any additional matters to their attention
- (c) To advise the President, the Chair of the Board and the Chief Executive
- (d) To identify suitable persons to be considered for nominations for National Honours and other appropriate external awards.

#### 10.1.6 Remuneration Committee

Purpose:

To oversee and make recommendations to the Board for compensation for the Chief Executive and other Institute staff

Membership:

Chair: Vice-Chair of the Board

Membership: Honorary Treasurer  
Non-Council Trustee

At least one additional Council or Non-Council Trustee

The Chief Executive has right of attendance and may speak but is not considered a member of the Committee and does not vote.

Specific Responsibilities:

- (a) To consider employment contracts and any termination agreements for the Chief Executive
- (b) To consider the overall annual salary budget increase for the organisation and make recommendations to the Board
- (c) To undertake the annual salary review for the Chief Executive, following a performance appraisal by the Board Chair
- (d) To consider compensation and bonus scheme structures and make recommendations to the Board
- (e) To agree any annual bonus payments for staff
- (f) To consider any fees and other remuneration to be paid to a Trustee for any independent services to the Institute (e.g. honoraria) and ensure that any such arrangement is agreed in advance by the Charity Commission (or complies with their latest guidance on the matter) and is declared in the Institute's annual accounts.
- (g) To agree any non-executive directorship or other external appointment the Chief Executive wishes to undertake, whether remunerated or not and report accordingly to the Board

## 10.2 Council Committees

### 10.2.1 General Points for all Council Committees

- 10.2.1.1 All Council Committees with a single Chair will elect a Vice-Chair from within their existing membership; this will not affect the individual's terms of office on the committee.
- 10.2.1.2 The President and Chair of the Board have right to attend and speak at any meeting of a Council Committee but are not members of the Committee and do not have the right to vote (unless otherwise appointed to the Committee in their own right).
- 10.2.1.3 Council committees are answerable to Council but the Board retains ultimate accountability for their activity. The committees will deliver full updates on their business to Council meetings but the Board shall receive operational updates at Board meetings via the CEC.
- 10.2.1.4 Chairs of Council Committees will normally be either Elected or Appointed Members of Council.
- 10.2.1.5 Council Committee Chairs who are not Council Members will attend Council Meetings to report to Council on their Committee's business and may attend any or all other session(s) of the Council Meeting. They may speak on any item but will not have voting rights unless they are Elected or Appointed Members of Council in their own right.

### 10.2.2 Council Executive Committee (CEC)

#### Purpose:

To oversee the implementation of Council decisions, foster interaction and interworking between and among Council committees, Board of Trustees and the Executive.

#### Membership

- Vice-Chair of Council (Chair)
- President
- President-Elect
- Immediate Past President
- Council Committee Chairs:
  - Branches Committee Chair or Co-Chairs
  - Membership Committee Chair
  - PAEC Chair
  - PSB Chair
  - TLB Chair or Co-Chairs
- Institute Representatives at Regulators, specifically:
  - Institute representative on Engineering Council Board
  - Institute representative to Science Council

The Chief Executive and members of the Executive who report directly to the Chief Executive have right of attendance and may speak, but are not considered members of the Committee and do not vote.

#### Main Responsibilities:

- (a) To oversee the operational implementation of Council decisions
- (b) To review progress and status of Council Committees' deliverables and ensure momentum is maintained on Council's projects between Council meetings
- (c) To foster interaction and cross-working between and among Council Committees

- (d) To foster interaction and cooperative working between the Committees and the Board and the Executive
- (e) To seek to resolve any issues raised by Council Committees
- (g) To keep the Board of Trustees informed of the work of, and any issues associated with, Council Committees
- (h) To keep the Board of Trustees informed of developments at Engineering Council and Science Council

### 10.2.3 Branches Committee (BC)

#### Purpose:

To provide oversight, monitor performance and offer guidance to the Institute's global network of branches and joint branches

#### Membership

- Chair or Co-Chairs
- Vice-Chair
- Up to 25 members, reflecting a mixture of geographically-diverse representatives from branches around the world and members of Council with an interest in branch affairs
- One individual can be both a Council Member and a branch representative at the same time
- Branch Committee members shall be members of the Institute

The Chief Executive and Institute Assistant Secretary have right of attendance and may speak, but are not considered members of the Committee and do not vote.

#### Main Responsibilities:

- (a) To provide guidance to branches and foster interbranch relations and knowledge sharing
- (b) To foster two-way communication between branches and the central Institute
- (c) To update Council on branch activity and issues
- (d) To oversee branch funding and annual and interim reporting

### 10.2.4 Membership Committee (MC)

#### Purpose:

To oversee the admission to membership and registration on behalf of Council under delegated authority from the Board

#### Membership

- Chair
- Vice-Chair
- Not less than 14 members of diverse experience, knowledge and understanding of membership and registration requirements so that the Committee's duties may be satisfactorily discharged.
- Representatives of the licencing bodies may attend and participate in Committee Meetings but have no right to vote

#### Main Responsibilities:

- (a) To scrutinise applications for election, transfer and reinstatement for membership and/or registration

- (b) To elect applicants for membership of the Institute and, when appropriate, inform the Institute's licencing bodies (provided always that individual applicants shall have the right of appeal as specified in Chapter 3).
- (c) To decide on the suitability of applications for inclusion on the professional registers of the Institute and to make the decision regarding this in accordance with the appropriate regulations and requirements
- (d) To consider individual applications for reduction of subscriptions
- (e) To consider resignations and deletions from the membership roll and where appropriate make recommendations to Council
- (f) To maintain an oversight of the Institute's membership procedures and registration requirements and the means by which they are updated
- (g) To oversee the training material and process for Professional Review Interviews (PRIs)
- (h) To provide candidates with advice on membership and registration matters
- (i) To undertake such other functions as the Council may from time to time determine

Specific Requirements:

- The Committee shall maintain full minutes including the summaries of discussion and the rationale for the outcome in cases where an applicant is denied membership or registration or granted a lower level of membership or registration than was applied for.
- For Engineering Council registration, decisions at all key stages must be considered and made by a group consisting of a majority of Engineering Council registrants.

#### 10.2.4.1 The Individual Case Procedure (ICP) Board of the Membership Committee

Purpose:

To provide advice relating to the admission of candidates without accredited academic qualifications or via Individual Route demonstrations of further learning on behalf of and reporting to the Membership Committee

Membership:

- Up to six members drawn from the voting membership of the Institute each of whom has knowledge of the Individual Case procedure
- Appointed by the Chair of the ICP Board and approved by Membership Committee
- Representatives of external licencing bodies may attend and participate in Committee Meetings but have no right to vote
- 

Main Responsibilities:

- (a) To scrutinise and approve (as appropriate) non-accredited formal academic qualifications for professional registration including cognate degrees, non-accredited international qualifications and non-accredited UK qualifications
- (b) To oversee other Individual Route demonstrations of further learning including the Experiential Learning mapping forms and the Career Appraisal report
- (c) To maintain an oversight of the Institute's documentation on Individual Case procedures and the means whereby this is updated in consultation with external licencing bodies
- (d) To provide guidance to members regarding pathways to meeting the academic requirements for professional registration, including advising on learning contracts for work-based learning qualifications



## 10.2.5 Professional Affairs and Education Committee (PAEC)

### Purpose:

To oversee all education, training and professional development matters on behalf of Council under delegated authority from the Board

### Membership:

- Chair
- Vice-Chair
- Not less than 11 full Voting Members adequately representing the Institute's three disciplines of Engineering, Science and Technology and drawn from both academia and the marine/maritime industry of whom at least two-thirds shall be professionally registered
- Representatives of the licencing bodies may attend and participate in Committee Meetings but have no right to vote.

### Main Responsibilities:

- (a) To set the Institute's academic and professional development standards
- (b) To establish the academic and competency standards and procedures required for IMarEST's registers
- (c) To make the decisions regarding the accreditation of academic courses and graduate training programmes required for various Institute registrations and the granting of IMarEST recognition for suitable CPD courses
- (d) To make the decisions regarding the approval/accreditation of apprenticeships, higher apprenticeships and degree apprenticeships for various Institute registrations
- (e) To agree and regularly review the terms of and requirements for registration on the Institute's registers
- (f) To administer and control the quality of the IMarEST's education and training activities and procedures for the external registers, in accordance with the Engineering Council and Science Council rules and regulations
- (g) To administer, control the quality of and execute the accreditation of academic courses and industrial training programmes, in accordance with the Engineering Council and Science Council UK licenses and the standards and procedures set for the IMarEST registers
- (h) To appoint suitable persons to serve on appropriate multi-institution panels, for example, Engineering Accreditation Board (EAB)
- (i) To develop and oversee the Institute's policy on Continuing Professional Development (CPD)
- (j) To promote support and approve the Continuing Professional Development (CPD) of members through the medium of training programmes, seminars, courses etc
- (k) To develop a strategy, oversee the framework and administer the awarding of supplementary grants, scholarships and appropriate prizes
- (l) To oversee the implementation and further development of the Institute's Sea Your Future initiative
- (m) To consider and act upon matters emanating from the Engineering Council and Science Council on all education, training and registration matters and manage the relationship of the Institute with other Licensed and Authorised bodies and affiliated institutions.
- (n) To identify and train suitable accreditation panel members and CPD recognition assessors
- (o) To undertake such other functions as the Council or the Board may from time to time determine

Specific Requirements: The Committee shall maintain full minutes including the summaries of discussion and the rationale for the outcome when an accreditation application is denied or partially approved with conditions.

#### 10.2.6 Publications Supervisory Board (PSB)

Purpose:

To manage the Institute's publications to ensure relevance and quality

Membership:

- Chair
- Vice-Chair
- Editor, Journal of Marine Engineering and Technology (JMET)
- Editor, Journal of Operational Oceanography (JOO)
- Editor, Marine Technical Notes
- Up to 8 additional members with relevant skills and experience

At least one Editor must be present for the Committee to be considered quorate

Main Responsibilities:

- (a) Acting through the individual Editorial Boards, oversee the quality and ensure a consistency of approach among the boards for:
  - (i) Marine Technical Notes (MTN)
  - (ii) Journal of Marine Engineering and Technology (JMET)
  - (iii) Journal of Operational Oceanography (JOO)
- (b) To appoint the Editors-in-Chief of the IMarEST Journals
- (c) To monitor the composition and balance of the Editorial Boards and make recommendations to their Editors regarding membership
- (d) To recommend to Council recipients for the prizes and awards offered in relation to papers published in the technical journals
- (e) To advise the Editorial Boards on subject areas requiring additional coverage
- (f) To advise on potential new markets and developments relevant to the publication of learned society papers
- (g) To advise on potential themes for conferences likely to generate significant interest among the Marine Engineering, Marine Science and Marine Technology communities
- (h) To oversee the relationship with the external publisher for the production and marketing of the technical journals
- (i) To develop and oversee the Institute's book portfolio, ensuring quality and relevance
- (j) To oversee the publication of the Institute's conference proceedings

## 10.2.7 Technical Leadership Board (TLB)

### Purpose:

To identify current, emerging and future technical issues and priorities and to ensure that the Institute delivers sound output and leadership in key areas

### Membership:

- Co-Chairs or Chair plus Vice-Chair
- Chair or another specified representative of each Special Interest Group (SIG)
- Up to 5 additional members of diverse experience from across the marine engineering, science and technology spectrum, normally to include at least one member in the early stages of a marine career, and especially with expertise in existing or emerging areas of the marine sector not well-covered by current SIGs

*More than 5 members from the final category can be accommodated during the transitional phase which will not extend beyond the end of the current programme/financial year.*

### Specific Responsibilities:

- (a) Lead on the overall technical plan of the Institute and provide input into the technical aspects of the broader Institute strategy
- (b) Identify and establish clear technical views on current and emerging marine engineering, science and technology matters
- (c) Approve the establishment and monitor the work of Special Interest Groups and Working Groups on specific technical topics
- (d) Facilitate identification of opportunities for the development of technical activities and services for the membership worldwide
- (e) Work with the Executive to bring these matters and views to the attention of members, relevant industry, national and international regulatory, educational and professional bodies and the general public, as appropriate
- (f) Liaise with members of other like-minded organisations, including other professional membership organisations and NGOs/IGOs as appropriate, on particular issues suitable for joint cooperation, cognizant of the Institute's mission and values
- (g) Assist branches, where required, in developing their technical programmes

## Chapter 11: Job Descriptions

Charter references	
Bylaw references	13, 16, 24, 25
Section last updated	June 2023

### 11.1 Presidential Team

#### 11.1.1 President

Method of Appointment:

Appointed by Council on the recommendation of the Presidents' Advisory Committee

Term of Office:

- (a) Single year, from the AGM at which the appointment is announced until the next AGM.
- (b) Council, at its discretion, may reappoint a President to serve a second term of office of one year
- (c) No President shall serve for more than two years.

Purpose:

To be the Institute's chief Ambassador, raising its profile externally with the broader marine community and other stakeholders and representing it internally with members

Main Responsibilities:

- (a) To represent and uphold the interests of Institute members
- (b) To use experience, knowledge, skills and contacts to improve the national and international influence and standing of the Institute, especially in the marine engineering, science and technology sectors
- (c) To serve as the main Ambassador for the Institute externally with stakeholders and internally with Branch officials and members
- (d) To represent the Institute at internal and external functions and events
- (e) To deliver a Presidential Address
- (f) To serve as host for the Institute's Annual Dinner and other key events as required
- (g) To adjudicate on appeal applications in the Disciplinary Process as specified in Regulation 5.5.4
- (h) To chair General Meetings (including the AGM)
- (i) To serve as Chair of Council
- (j) To identify candidates for Board Chair elections

Specific Additional Roles:

The President serves as a/an:

- Institute Trustee, fulfilling all the responsibilities and requirements for a Member of the Board
- Chair of Council
- Chair of the Presidents' Advisory Committee
- Member of the Council Executive Committee
- Member of the Nominations Committee
- Trustee of the Memorial Fund Committee of Management
- Officer of the Institute
- Patron of the Merchant Navy Day Commemorative Service

Removal from Office:

The office of President shall automatically be vacated if two thirds of the Council members present and voting at a Council meeting so resolve or if the incumbent:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
- (b) shall or would be disqualified by law in England and Wales from being a charity trustee; or
- (c) by notice in writing to the Institute resigns from the Institute; or
- (d) by notice in writing to the Institute resigns from the office held; or
- (e) ceases to be a Fellow of the Institute.

### 11.1.2 President-Elect

Method of Appointment:

Appointed by Council on the recommendation of the Presidents' Advisory Committee

Term of Office:

Single year, from the AGM at which the appointment is announced until the next AGM, but is renewable by the decision of Council

Purpose:

To prepare for the role of President and support the work of the Institute as a member of the Presidential Team

Although the President-Elect can normally be expected to take on the role of President following a single year as President-Elect, succession is not automatic and depends on the further appointment being formally made by Council.

Main Responsibilities:

- (a) To use experience, knowledge, skills and contacts to improve the national and international influence and standing of the Institute, especially in the marine engineering, science and technology sectors
- (b) To deputise for the President at meetings and other events as necessary
- (c) To adjudicate on appeal applications in the Disciplinary Process if required due to the President being absent or conflicted
- (d) To represent the Institute and President at branch and external events as requested
- (e) To act as ambassador for the Institute to raise its profile and reputation within the global marine community

Additional Specific Roles:

The President-Elect serves as a/an:

- Institute Trustee, fulfilling all the responsibilities and requirements for a Member of the Board
- Member of Council
- Member of the Presidents' Advisory Committee
- Member of the Council Executive Committee
- Member of the Nominations Committee
- Trustee of the Memorial Fund Committee of Management
- Officer of the Institute

Removal from Office:

The office of President-Elect shall automatically be vacated if two thirds of the Council members present and voting at a Council meeting so resolve or the incumbent:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
- (b) shall or would be disqualified by law in England and Wales from being a charity trustee; or
- (c) by notice in writing to the Institute resigns from the Institute; or
- (d) by notice in writing to the Institute resigns from the office held; or
- (e) ceases to be a Fellow of the Institute.

### 11.1.3 Immediate Past President

Method of Appointment:

The Immediate Past President serves automatically from the AGM at which he stands down as President until either the next AGM or his successor as President relinquishes that office, whichever is later. There is no need or mechanism for formal appointment as Immediate Past President.

Purpose:

To provide support to the President and to the work of the Institute as a member of the Presidential Team

Main Responsibilities:

- (a) To use experience, knowledge, skills and contacts to improve the national and international influence and standing of the Institute, especially in the marine engineering, science and technology sectors
- (b) To deputise for the President at meetings and other events as necessary
- (c) To adjudicate on appeal applications in the Disciplinary Process if required due to the President being absent or conflicted
- (d) To represent the Institute and President at branch and external events as requested
- (e) To act as ambassador for the Institute to raise its profile and reputation within the global marine community

Additional Roles:

To serve as a/an:

- Institute Trustee, fulfilling all the responsibilities and requirements for a Member of the Board
- Member of Council
- Member of the Council Executive Committee
- Chair of the Nominations Committee
- Member of the Presidents' Advisory Committee
- Trustee of the Memorial Fund Committee of Management
- Officer of the Institute

Removal from Office:

The office of Immediate Past President shall automatically be vacated if the incumbent:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
- (b) shall or would be disqualified by law in England and Wales from being a charity trustee; or
- (c) by notice in writing to the Institute resigns from the Institute; or
- (d) by notice in writing to the Institute resigns from the office held; or
- (e) ceases to be a Fellow of the Institute.

Restrictions on Future Service to the Institute:

An Immediate Past President shall not normally be eligible for appointment or election to the Board or Council until the Annual General Meeting following that at which they retired.

## 11.2 Other Officers of the Institute

### 11.2.1 Chair, Board of Trustees

Method of Appointment and Term of Office:

See Regulation 7.5

Purpose:

To provide leadership and oversee the strategic direction and management of the Institute through the Board of Trustees

Specific Responsibilities:

- (a) To serve as a Charity Trustee of the Institute, participating fully in the work of the Board, specifically:
  - (i) To establish and review the policies, strategies and business plans of the Institute
  - (ii) To ensure:
    - (a) the Institute meets its aims and objectives, especially those directly related to its status as a charitable organisation;
    - (b) compliance at all times with internal governing documents, charity law and other relevant legislation and regulations, including meeting all filing requirements and deadlines; and
    - (c) the financial stability and long-term viability of the Institute
- (b) To manage the Board's business (agreeing agendas, minutes, whether specific items will be submitted to the Board ex-Committee with the Board's Secretary) and to chair Board Meetings
- (c) To use experience, knowledge, skills and contacts to improve the national and international influence and standing of the Institute, especially in the marine engineering, science and technology sectors
- (d) To represent the Institute at external events and organisations as required
- (e) To consider appeals against decisions to dismiss (staff), as specified in the IMarEST Disciplinary Policy and Procedure and the IMarEST Dismissal Policy and Procedure
- (f) To line manage the Chief Executive
- (g) To lead the annual appraisal process of the Chief Executive's performance
- (h) To line manage the volunteers auditing the membership and registration application processes and outcomes on behalf of the Board

Additional Roles:

To serve as:

- Chair, Memorial Fund Committee of Management
- Council Member
- Member, Presidents' Advisory Committee
- Officer of the Institute

### 11.2.2 Honorary Treasurer

Method of Appointment:

See Bylaws 13(iv), 26-27 and Regulations 7.9 and 8.5.4 – 8.5.7.

Term of Office:

One year, renewable up to eleven times for a maximum of twelve consecutive terms in total (as specified in Bylaw 13(iv)), though an Honorary Treasurer will normally be expected to serve no more than six consecutive one-year terms (Regulation 8.5.4.2).

The appointment will run from the AGM at which the appointment is announced until the next AGM, with the provision for re-election.

Purpose:

To oversee the financial affairs of the Institute, safeguarding the financial interests of the Institute and its members and to ensure legal compliance

Main Responsibilities:

- (a) To represent the members of the Institute by overseeing the management of the financial affairs of the Institute
- (b) To ensure that proper records are kept and that effective financial controls and procedures have been adopted
- (c) To ensure that the financial affairs of the Institute are managed in accordance with the Institute's governance documentation, all applicable legal requirements and Charity Commission guidelines, accepted accounting practice and, whenever possible, agreed best practice.
- (d) To report to Board, Council and, at the Annual General Meeting, the membership, on the financial affairs including the overall financial health of the Institute
- (e) To act as a signatory on the Annual Report and Accounts, once they have been approved by the Board
- (f) To oversee the Institute's investment strategy, the management of its investments and its reserves policy
- (g) To lead negotiations with the IMarEST Retirement Benefit Scheme Trustees on behalf of the Institute as employer

Additional Roles:

To serve as a/an:

- Institute Trustee, fulfilling all the responsibilities and requirements for a Member of the Board
- Trustee of the Memorial Fund Committee of Management
- Member of Council
- Chair of the Finance & Investment Committee



- Member of the Remuneration Committee
- Trustee and member of the Committee of Management of the Guild of Benevolence

Removal from Office:

The office of Honorary Treasurer shall automatically be vacated if a majority of the Voting Members in a General Meeting so resolve or if the incumbent:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
- (b) shall or would be disqualified by law in England and Wales from being a charity trustee; or
- (c) by notice in writing to the Institute resigns from the Institute; or
- (d) by notice in writing to the Institute resigns from the office held; or
- (e) ceases to be a Voting Member of the Institute for any reason

## 11.3 Additional Roles

### 11.3.1 Vice-Chair, Board of Trustees

11.3.1.1 The Vice-Chair is an officer of the Board but not of the Institute.

11.3.1.2 To ensure continuity, the Vice-Chair's term of office should normally not be on the same retirement rotation as that of the Board Chair.

Method of Appointment:

Elected by the Board from within its existing membership of Council and Non-Council Trustees

Term of Office:

Three-year term of office, technically once renewable. However, a Vice-Chair cannot remain in that position beyond the expiration of their final term of office as a Council or Non-Council Trustee.

A Vice-Chair elected to that position in the second or third year of a first term as a Trustee will be able to serve the complete first three-year term as Vice-Chair as long as they are appointed to a second term as a Trustee commencing immediately on completion of the first term.

Main Responsibilities

In addition to the responsibilities of a Member of the Board of Trustees:

- (a) To deputise for the Board Chair and manage the Board's business in his absence
- (b) To chair the Remuneration Committee
- (c) To undertake or lead special projects as requested by the Board or the Board Chair
- (d) To chair the Board during any discussion to consider the removal of the Board Chair
- (e) To serve as Board Chair until the Board is able to fill a casual vacancy for Board Chair
- (f) To serve as the Institute's Diversity Champion
- (g) To serve as the Board-level lead for matters relating to safeguarding

### 11.3.2 Member, Board of Trustees

Method of Appointment:

Council Trustees: Appointed by Council, normally after a competitive election process featuring more candidates than vacancies

Non-Council Trustees: Appointed by the Board from members of the Institute who are not on Council and externals who are not members of the Institute

Officers of the Institute: As listed in the relevant section of Regulations for the specific role

Purpose:

To oversee the strategy and management of the Institute and ensure legal and Charity Commission compliance

Main Responsibilities:

- (a) To serve as a Charity Trustee of the Institute, participating fully in the work of the Board, specifically:
  - (i) To establish and review the policies, strategies and business plans of the Institute
  - (ii) To ensure:
    - (a) the Institute meets its charitable purposes, aims and objectives;
    - (b) compliance at all times with internal governing documents, charity law, guidelines and other relevant legislation and regulations, including meeting all filing requirements and deadlines; and
    - (c) the financial stability and long-term viability of the Institute
    - (d) proper management of the Institute risk register and risk mitigation
- (b) To serve as a Trustee of the Memorial Fund Committee of Management
- (c) To contribute proactively to the Board of Trustees' discussions and decisions while adhering to the principle of collective responsibility
- (d) To serve as an ambassador for the Institute in the broader marine community
- (e) To serve on one or more committees of the Board as necessary

Condition of Appointment

By accepting the role, trustees agree to permit the release to external organisation(s) of their personal information as necessary for the Institute to comply with any legal, regulatory, banking or other financial institution requirements:

### 11.3.3 Vice-Chair, Council

Method of Appointment:

Elected by Council on recommendation of Nominations Committee, ideally from a slate of two or more candidates, following a request for nominations and expressions of interest from Council Members

Note the Vice-Chair may but does not need to be a current Council Member at the time of appointment.

Purpose:

To provide continuity to Council leadership, manage the operational work of Council and serve as chair of the Council Executive Committee (CEC)

Main Responsibilities:

- (a) To provide leadership for and to chair the Council Executive Committee
- (b) To manage liaison between Council, its Committees, the Board and Executive
- (c) To represent CEC and Council-managed business on the Board as an 'in attendance member,' unless already a full Board member in their own right
- (d) Each Council Member, including the Vice-Chair, is expected to commit to active participation in the work of the Institute by proactively:
  - Promoting the Institute, working to increase its reputation and profile within the global marine community
  - Promulgating the benefits of membership and partnership and actively promoting the Institute, its services, activities and publications to contacts, colleagues and external stakeholders
  - Undertaking the recruitment of members from the marine engineering, marine science and marine technology communities worldwide
  - Participating in the work of Council to make a positive contribution to the professional, technical and learned society work of the Institute
  - Fostering two-way communication between the Institute and its membership
  - Representing the Institute on other local or national bodies as required

#### 11.3.4 Member of Council

Method of Appointment:

Elected members are elected by the Voting Members of the Institute through Council Elections, according to the provisions of Bylaw 24 and Regulations 8.5.1-8.5.3 and 8.5.5-8.5.7.

Appointed members are appointed by Council, according to the provisions of Bylaw 24 and Regulation 8.6.

Purpose:

To represent the views of the worldwide membership of Institute, provide insight into issues and intelligence about the maritime sector around the world and participate proactively in the development and delivery of the Institute's professional, technical and learned society affairs

Main Responsibilities:

Each Council Member is expected to commit to active participation in the work of the Institute by proactively:

- (a) Promoting the Institute, working to increase its reputation and profile within the global marine community
- (b) Promulgating the benefits of membership and partnership and actively promoting the Institute, its services, activities and publications to contacts, colleagues and external stakeholders
- (c) Undertaking the recruitment of members from the marine engineering, marine science and marine technology communities worldwide
- (d) Participating in the work of Council to make a positive contribution to the professional, technical and learned society work of the Institute
- (e) Fostering two-way communication between the Institute and its membership
- (f) Representing the Institute on other local or national bodies as required
- (g) Participating in the leadership or work of one or more of the Institute's committees or Special Interest Groups (SIGs)

#### 11.3.4 Committee Chair

Method of Appointment:

For Board Committees – Appointed by the Board

For Council Committees – Appointed by Council

Terms of Office:

Three years, once renewable.

Extendable for additional year(s) or term(s) at the discretion of the appointing body.

Purpose:

To oversee the work of the Committee and provide leadership to ensure the successful delivery of its remit

Main Responsibilities:

- (a) To ensure that the Committee operates in accordance with the Institute's governance documentation and any external requirements (e.g. from the Institute's licencing bodies)
- (b) To report to Board and Council as appropriate on the Committee's business and to draw issues to their attention
- (c) To agree the agenda and minutes with the Committee's Secretary
- (d) To chair committee meetings

#### 11.3.5 Scrutineers

Method of Appointment:

By the Membership at the Annual General Meeting

Casual vacancies may be filled by Council

Terms of Office:

From the conclusion of the AGM at which the appointment is made until the conclusion of the next AGM, renewable by agreement/reappointment

Any Scrutineer or Alternate Scrutineer who stands as a candidate in an election which will be the subject of scrutiny during his term of office will automatically be deemed to have resigned as soon as his completed nomination paperwork for the election has been duly filed.

Purpose:

To ensure the integrity of the Council election process, certify the validity of the votes cast and certify and report the election results

Main Responsibilities:

*For electronic ballots:*

- (a) To review the electronic voting records or process and certify the results

*For paper ballots:*

- (b) To scrutinise each ballot paper received in the elections for Elected Members of Council and Honorary Treasurer to determine whether its votes have been validly cast

- (c) To declare void any ballot paper which records more votes for those nominated than there are vacancies to be filled, where the voter's intent cannot be safely determined or which is otherwise fatally flawed in any way
- (d) To tally the valid votes received by each candidate in the election

*Certification of Election Results:*

- (e) To combine the results of electronic and paper ballots if applicable
- (f) To identify the candidate(s) duly elected
- (g) To prepare and certify two results lists:
  - (i) A list in alphabetical order of those who have been duly elected to Council, to be used to announce the election results
  - (ii) A list in order of voting precedence to be opened only at the wish of Council and to be destroyed on the day of the AGM the following year

Additional Points:

- (a) The decision of the Scrutineers regarding the validity of a vote or a ballot paper shall be final.
- (b) Any two of the appointed Scrutineers or Alternate Scrutineers may exercise the duties of scrutiny.

## 11.4 Executive

### 11.4.1 Chief Executive (and Secretary of the Institute)

The Chief Executive is the Secretary of the Institute

Appointment and Oversight:

Appointed by and accountable to the Board

Directly reports to the Chair of the Board

Purpose:

To provide leadership and strategic vision for IMarEST, its subsidiary companies and associated organisations

Main Responsibilities:

- (a) Identify and prioritise strategic opportunities and challenges in partnership with the Board
- (b) Manage and administer the resources of the Institute to ensure financial discipline and operational excellence
- (c) Establish business policies and procedures to deliver objectives and ensure that there are well-defined operating processes
- (d) Promote the Institute externally to the global marine community and others, working in partnership with other learned societies and external stakeholders as appropriate
- (e) Instil a high performance culture of excellence, continuous improvement and continuous measurement across the organisation and in all functions
- (f) Ensure that the Institute fulfils all legal obligations, including the terms of its own governance documentation, giving due consideration to best practice
- (g) Report issues which may impact on the successful performance of the Institute to the Board Chair and/or the Board
- (h) Undertake other duties and responsibilities as the Board may from time-to-time require

Additional Specific Roles:

- (a) To serve as a:
  - (i) Trustee and Honorary Secretary of the IMarEST Guild of Benevolence
  - (ii) Full member of the Board of Directors of and Secretary to MM(H) Ltd
  - (iii) Director on the boards of all MM(H) Ltd's subsidiary companies

## Chapter 12: Branch Rules

Charter references	3(xii)
Bylaw references	
Section last updated	September 2023

### 12.1 Purpose and Responsibilities of Branches

- 12.1 Branches in their entirety are part of the Institute.
- 12.2 Branches shall be actively engaged in providing services to support the professional development needs and interests of the members, in promoting Institute membership and in raising the profile of the Institute in the Branch's area.
- 12.3 With the exception of Virtual Branches, branches shall hold not less than four technical meetings in each year to support the professional development of its members. Each branch is also expected to deliver local activities in line with the Institute's global Sea Your Future strategy.
- 12.4 Each branch shall be conducted in accordance with governance documentation of the Institute and any notes or guidance for branches.
- 12.5 Any alteration in the rules for operation of branches shall be approved by the Board of Trustees before becoming operative.
- 12.6 For branches located outside the UK, the branch officers are responsible for ensuring that the branch operates in accordance with any local laws and for informing Headquarters of specific local requirements.
- 12.7 Any Branch Constitution must be approved by the Board (or in the case of joint branches, by the Board for IMarEST and, for the partner organisation(s), by whatever individual or governing body is so specified in governance documentation of the partner organisation(s)) before it comes into effect.

### 12.2 Formation of Branches

- 12.2.1 The Chief Executive, under delegated authority from the Board, may establish Institute-only branches or joint branches, with an existing partner organisation, in geographic areas as long as there are a sufficient number of Institute members eligible to be members of the branch, normally a minimum of 50, to ensure that activities can be delivered satisfactorily.
- 12.2.2 The Board may authorise the establishment of branches in cases that do not meet the above baseline criteria.
- 12.2.3 Agreement in principle to create a joint branch with a new partner organisation must be approved in advance by the Board and the rules for the operation of the branch must be approved both by the Board for the Institute and by whatever individual or governing body as specified in the rules of the partner institution before coming into effect.

### 12.3 Branch Membership

Membership of an Institute branch shall be open to any member of the Institute who fulfils the criteria established for membership of that branch.

## 12.4 Branch Governance

### 12.4.1 Branch Committee

- 12.4.1.1 Each Branch shall have a Branch Committee to manage and arrange its business as agents for the Board.
- 12.4.1.2 A Branch Committee shall consist of not less than six and not more than 15 members but shall include a Chair, an Honorary Secretary and an Honorary Treasurer. Branches are also expected to identify committee members to act as website coordinator and to deliver branch Sea Your Future activity (the latter ideally a representative of Student/Early Career Members) but it is at the branch's discretion whether these are discrete committee positions or simply specific responsibilities added to an existing role's portfolio. Branches may, at their discretion, identify other specific remits, such as Vice-Chair, for additional committee members to fill or have additional committee members without specific portfolios.
- 12.4.1.3 Except in the case of Joint Branches where committee membership will be shared between or among the participating institutions, all committee members shall be members of the Institute.
- 12.4.1.4 The Chair, Honorary Secretary and Honorary Treasurer shall normally be Voting Members.
- 12.4.1.5 The quorum for a Branch Committee is a simple majority of Committee members but must include at least one Officer (Chair, Honorary Secretary, Honorary Treasurer) and at least one non-Officer member.
- 12.4.1.6 One representative from a branch committee may attend Institute Council meetings at his/her own expense, but without power to vote. In the case of Joint Branches, the representative shall be a member of the Institute.
- 12.4.1.7 Any Council Member or Trustee eligible to join a given branch shall have the right to attend that Branch's Committee meetings but without the right to vote unless they are Branch Committee Members in their own right.
- 12.4.1.8 Should no Council Member or Trustee be eligible to attend a Branch's Committee Meetings under Regulation 12.4.1.7, Council shall have the right to nominate a Council Member or Trustee to represent it at the Committee meetings.
- 12.4.1.9 All committee membership changes are to be notified to HQ within 14 calendar days.

### 12.4.2 Branch Committee Elections

- 12.4.2.1 Branch Committee members and officers shall normally serve terms of up to three years.
- 12.4.2.2 One-third of the branch committee shall retire each year. The Chair, Honorary Secretary and Honorary Treasurer should each be on a different retirement rotation to ensure continuity within the Branch Committee.
- 12.4.2.3 Branch committee officers and members shall normally be elected by those members assembled at an Annual General Meeting of the Branch.
- 12.4.2.4 No single individual shall serve as a Branch officer or Committee Member of more than two branches or hold more than one office within a single branch at any given time without the explicit permission of the Board.
- 12.4.2.5 Nominations for election as Branch Committee Member and Officers must be made to the Committee not less than 21 calendar days prior to the Branch Annual General Meeting, must be supported by a proposer and seconder both of whom are branch members and must include the intended nominee's consent to serve.



12.4.2.6 In the case of an uncontested vacancy, the candidate shall be deemed to have been elected unopposed.

12.4.2.7 In the event of an election, a ballot paper for Committee elections, listing the names of those of the existing Committee who are continuing in office as well as the candidates for election (but clearly separated), shall be issued at the Annual General Meeting to every member present. In the case of virtual branches, ballot papers should be issued electronically in advance to all branch members signed up to attend the Annual General Meeting.

12.4.2.8 Two scrutineers shall be elected at the Annual General Meeting to count the votes recorded in the election of the Committee. The result of the ballot shall be announced at the Annual General Meeting.

#### 12.4.3 Casual Vacancies for Branch Committee Member(s) and Officers

12.4.3.1 The Branch Committee may fill any casual vacancy on the Committee at any time.

12.4.3.2 Should not enough candidates stand to fill all the vacancies on the Committee in any given election, the Branch Committee may use the casual vacancy provision to fill the Branch Committee.

#### 12.4.4 Removal of a Branch Committee Member

12.4.4.1 If any member of the Committee is absent, without leave of the Committee, from more than half of the meetings of the Committee held in any period of 12 months, the Committee may resolve that the member's office be vacated.

12.4.4.2 The seat of a Committee Member or Officer shall also be vacated if a majority of the voting members of the Branch in a General Meeting so resolve.

12.4.4.3 The office of any Branch Committee Member or Officer shall automatically be vacated if the member:

- (a) is adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or
- (b) by notice resigns office in writing to the Branch Chair, or in the case of the resignation of the Branch Chair, to the Branch Honorary Secretary; or
- (c) ceases to be a member of the Institute (and/or partner organisation, in the case of joint branches); or
- (d) ceases to fulfil the eligibility criteria for membership of the branch in which the office is held.

#### 12.4.5 Branch Annual General Meeting

12.4.5.1 A Branch Annual General Meeting shall be held during the first five months of the financial year.

12.4.5.2 Regular business to be transacted at the Annual General Meeting will be the receipt of the Committee's Annual Report to the Branch, the Honorary Treasurer's presentation of the income and expenditure financial statement for the branch and Committee elections.

12.4.5.3 An Extraordinary General Meeting may be convened at any time by the Committee or if requested by not less than twelve members of the Branch.

12.4.5.4 Ten members of the Branch or 10% of the entire Voting Membership of the Branch (rounded up to the nearest member as necessary), whichever is less, shall constitute a quorum for the purpose of any Branch General Meeting. For the purposes of the quorum, members shall be present in person or by telephone or video conference or similar means of remote meeting arrangements.

12.4.5.5 Branches may choose, but are not required, to allow voting by proxy at any Branch General Meeting.

## 12.5 Branch Financial Management

### 12.5.1 Finance Arrangements

The financial affairs of the branch shall be managed by the Branch Committee with any accumulated funds held at an approved bank.

### 12.5.2 Payment Authorisation

12.5.2.1 All payments shall be made to the order of the Committee or such sub-committee as the Committee may appoint.

12.5.2.2 All payments of more than £250 or equivalent, whether by cheque, bank transfer or other means, shall be authorised as appropriate by any two of the following Branch Officers (Chair, Honorary Secretary, Honorary Treasurer) or such persons as the Committee may appoint.

12.5.2.3 Payments up to a value of £250.00 or equivalent may be authorised by any one of the Branch Chair, Branch Honorary Secretary or Honorary Treasurer.

### 12.5.3 Branch Funding

12.5.3.1 On the formation of a branch, and early in each new financial year thereafter, a grant shall be paid to the branch as may be determined by the Board from time to time.

12.5.3.2 At discretion of the Board, a branch's grant may be paid in advance of the receipt at Headquarters of the branch's audited accounts for the immediately previous financial year. However, only in exceptional circumstances and on the explicit authorisation of the Board will any grant funds be paid in advance to a branch with audited accounts outstanding for one or more additional year(s).

12.5.3.3. No money beyond the amount of the annual grant and any reserves held by the Branch shall be expended by the Branch Committee without the prior consent of the Board.

12.5.3.4 Requests for additional funding shall be considered by the Board on presentation of a business case, and no liability shall be incurred by the Institute for any additional expenditure not authorised by the Board.

### 12.5.4 Branch Financial Records

12.5.4.1 The Branch Committee shall require the Branch Honorary Treasurer to keep proper books of account with respect to all sums received and expended by the branch.

12.5.4.2 The financial year of each branch shall be the same as the Institute's, currently from 1 October to 30 September inclusive in the next succeeding calendar year.

12.5.4.3 The Branch Honorary Treasurer shall, after approval by the Committee, submit an income and expenditure financial statement to the Branch at the Branch Annual General Meeting

12.5.4.4 An honorary auditor or independent assessor shall be appointed by the Committee.

### 12.5.5 Branch Social Functions

12.5.5.1 Social functions are to be administered separately from and reported in addition to branch core/technical activities.

12.5.5.2 Branches must form their own autonomous social committees to regulate their social functions.

12.5.5.3 Branches must arrange their own insurance cover against all risks associated with social functions.

12.5.5.4 No funds shall be paid by the Board to branches in respect of social functions and no grant money shall be used to fund social functions.

12.5.5.5 Branch Officers who organise social events to raise funds for a charity are responsible for ensuring that the rules of the Charity Commission in the United Kingdom or equivalent overseas are followed throughout.

## 12.6 Requirements for Reporting to HQ

12.6.1 The Branch Committee shall send the following information to Headquarters relating to the next membership year (1 October to 30 September), no later than the date given:

- (a) Details of planned Sea Your Future activity (by 1 October of the membership year to which it relates)
- (b) Branch technical programme (by 1 October of the membership year to which it relates)

12.6.2 The Branch Committee shall also annually submit the below information to Headquarters for the Board. All information shall follow the branch year of 1 October to 30 September and is due by 31 October, in the next branch year:

- (a) Copies of bank statements at 30 September for all bank accounts including social accounts;
- (b) An inventory of all property held by the Branch, belonging to the Branch or to the central Institute;
- (c) Independently Verified Branch Accounts, covering all technical-related financial activities and including income and expenditure financial statements, along with confirmation of all bank balances including social account bank balances; and
- (d) Committee's Annual Report of Activity.

## 12.7 Branch Dissolution and Amalgamation

12.7.1 If the activities of any branch are not being conducted in the best interests of the Institute or if there is no longer a sufficient number of members eligible for membership of a particular branch, the Board may, at its discretion, amalgamate or close down the branch concerned.

12.7.2 In the event of a local Branch being closed down for any reason whatsoever, all accumulated funds and property shall automatically revert to the Institute or in the case of Joint Branches to the parent bodies in the same proportion as Branch Grants have been paid, unless otherwise agreed by the Board for the Institute and relevant approval authority for each partner body.

12.7.3 In the event of a local Branch being amalgamated with another branch, all accumulated funds and property shall automatically be transferred into the new Branch unless the Board explicitly specifies otherwise.

## Chapter 13: Amendments to Institute Regulations

- 13.1 Approval of Institute Regulations is by the Board.
- 13.2 A minimum of a 90% response rate from eligible voting trustees is required for a valid decision of the Board to approve or amend the Institute Regulations.
- (a) If the vote is unanimous with all votes cast being in favour of the proposal, then the Board will be deemed to have reached a decision.
  - (b) If the vote is not unanimous with at least one dissenting vote received, then the Board will be deemed to have reached a decision only if 75% of all eligible voters have voted in favour of or against the amendment.
- 13.3 Should the Board fail to reach a valid decision under Regulation 13.2, then the version of Regulations, or section thereof on which a valid decision was not reached, currently in force at the time of the vote remains in place.