



*At the Council Chamber, Whitehall*

THE 10th DAY OF MARCH 2026

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the amendments to the By-laws of The Institution of Mechanical Engineers as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

AMENDMENTS TO THE BY-LAWS OF THE INSTITUTION OF MECHANICAL ENGINEERS

1. In By-law 1:
  - (a) **renumber** 1.12 to 1.26 as 1.13 to 1.27;
  - (b) **delete** 1.12 and **substitute**:

“1.12 “General Trustee” means an elected Trustee that is neither the President nor a deputy president.”.
2. In By-law 41 after “General meetings shall be hosted in a manner” **delete** “which allows members who are entitled to attend to do so either physically in person or by electronic means, (via the electronic platform(s) stated in the notice calling such meeting)” and **substitute** “which Trustees decide is most appropriate for each meeting called (via electronic platform or in person or hybrid, as stated in the notice calling such meeting).”.
3. **Delete** By-laws 57 to 60 and **substitute**:

“57 The Trustee Board shall consist of a minimum of eight and a maximum of fifteen Trustees elected by the membership or appointed in accordance with these By-laws and with the Trustee Board Regulations from time to time in place. Elected Trustees shall normally be no less in number than appointed Trustees.

- 57.1 The Trustees shall consist of professionally active Corporate members, with the exception of up to two specialist appointments that may be non-Corporate or non-member Trustees.
- 57.2 In accordance with Article 7 of the Charter, one of the Trustees shall be elected as President, whose term in office, and provisions including in relation to their role and appointment, shall be set out in the Trustee Board Regulations.
- 57.3 The Trustee Board Regulations shall be drawn up by the Trustee Board, and its publication and any amendment to it shall be subject to the agreement of the members by resolution at a General Meeting of the Institution.
- 57.4 The Trustee Board Regulations may establish (without limitation);
- 57.4.1 Any specific roles that shall be allocated amongst the Trustees and the responsibilities that might apply to them;
  - 57.4.2 The terms of office and the manner by which Trustees shall be nominated for appointment or election, appointed, elected, re-appointed or re-elected, including in relation to any specific roles to held amongst the Trustees further to 57.4.1;
  - 57.4.3 The circumstances in which Trustees may cease to be members of the Trustee Board;
  - 57.4.4 The expected standards and any code of conduct that will apply to members of the Trustee Board, including by reference to best practice and the guidance of the Charity Commission (and any other relevant regulator); Provided that nothing in the Trustee Board Regulations shall be inconsistent with, or shall affect or repeal anything contained in the Charter and By-laws.
- 57.5 The Trustees will also be able to co-opt further non-elected but fully voting Trustees, to bring specific specialist expertise where needed.
- 57.6 Where a casual vacancy occurs in the Trustee Board, the members of the Trustee Board shall have the power to fill the vacancy from those eligible for election to the vacant office. The person appointed shall hold office until the next Annual Meeting with full voting rights and the status of a non-elected Trustee. A period in office while filling a casual vacancy and prior to election to the office shall not count as part of an elected term of office.
- 58 The office of a member of the Trustee Board shall be honorary and without remuneration. No employee of the Institution nor any person prohibited by law from being a charity trustee shall be eligible to be a member of the Trustee Board.

- 59 Elections to the Trustee Board shall be by Corporate Members and Associate Members whose names appear in the register, and the following provisions shall apply in relation thereto and in relation to the filling of casual vacancies therein by the members of the Trustee Board:
- 59.1 In relation to any elected period of office, a year is the period between two consecutive months of May;
- 59.2 The Trustee Board will decide upon any question, doubt or difficulty as to the eligibility for, retirement from, or cessation of membership (By-law 63) of the Trustee Board;”.
4. **Renumber** By-laws 61 to 95 as 60 to 93.
5. **Delete** By-law 60 as renumbered and **substitute**:
- “60 **NOMINATIONS** Not more than fourteen weeks before the Annual Meeting a list of professionally active Corporate members for election, prepared by a Nominations Committee under Terms of Reference which ensures its independence from the Trustee Board, will be published on the Institution’s website, accompanied by electronic communication. The list would be under the full control of the Nominations Committee having received comments, if any, from others including the Trustee Board. Upon publication of the list any professionally active Corporate member shall be entitled to add to the list a candidate or candidates for election as a General Trustee in accordance with By-law 60.2 and the Trustee Board Regulations.
- 60.1 **NOMINATION COMMITTEE NOMINATIONS** Candidates for election nominated by the Nomination Committee shall be termed “Nomination Committee Nominations” or “Nomination Committee preferred candidates”.
- 60.2 **CORPORATE MEMBER NOMINATIONS** Candidates for election as General Trustee nominated by a professionally active Corporate Member shall be signed by that Corporate Member and by at least eleven other Corporate Members as nominators. Such nominations will be submitted in accordance with the application process as stipulated by the Nominations Committee.
- 60.3 **DEATH, RESIGNATION, EXPULSION OR SUSPENSION OF A CANDIDATE** In the event of death, resignation, expulsion or suspension of a candidate after nomination and before the announcement of the result of the election, the election shall proceed with respect to the remaining candidates, provided always that the Trustee Board may at any time before the dispatch of voting papers to Corporate Members and Associate Members instruct the Nominations Committee to nominate another candidate eligible for election to the office for which the original candidate was nominated.

- 60.4 ELECTION BY DEFAULT If in respect of any office the number of candidates duly nominated for election thereto does not exceed the number of vacancies, the person(s) so nominated shall be declared elected at the Annual Meeting.”.
7. In By-law 63.7 as renumbered after “proper functions” *insert* “or expected standards of behaviour”.
  8. In By-law 66 as renumbered:
    - (a) after “BOARD TO OTHER” *insert* “IMECHE”;
    - (b) after “any board, committee” *insert* “or other IMechE body”;
    - (c) after “and every such” *insert* “entity”;
    - (d) in 66.1 *delete* “on such board or committee.” *substitute* “on such board, committee or other body.”;
    - (e) in 66.2:
      - (i) after “such board” *insert* “or” wherever it occurs;
      - (ii) *delete* “such committee” and *substitute* “such board or committee”;
      - (iii) after “The President” *insert* “or Deputy Presidents”.
  9. **Renumber** By-laws 67 to 93 as renumbered as 68 to 94.
  10. **Delete** By-law 67 and **substitute**:

“67 BOARDS AND COMMITTEES The Trustee Board may establish or disestablish any board or committee.”.
  11. **Delete** By-law 69.1 as renumbered and **substitute**:

“69.1 There shall be a Council of the Institution which shall have the right and responsibility of tendering advice, informed by the perspectives and experiences of the wider membership, to the Trustee Board concerning the direction, strategy and overall performance (at a strategic level) of the Institution, and on any other matter referred to it by the Trustee Board.”.
  12. In By-law 75 as renumbered *delete* “shall” and *substitute* “may”.
  13. **Delete** By-law 77 as renumbered.
  14. **Renumber** By-laws 78 to 94 as 77 to 93.
  15. **Delete** By-law 78 as renumbered and **substitute**:

“78 CHIEF EXECUTIVE’S DUTIES Under the general direction of the Trustee Board, and supported by persons that they appoint and are responsible for, the Chief Executive shall be responsible for the ordinary affairs of the Institution and to ensure effective operational, financial and risk management of its activities in accordance with the Institution’s objects and strategy, the Royal Charter and By-laws, and relevant statutory, regulatory, and good practice requirements. The Chief Executive may initiate strategic or policy proposals for Trustee Board consideration and shall refer any urgent or significant matters requiring immediate decision to the President (as Chair) or other relevant member of the Trustee Board, as appropriate.”.

16. In By-law 87 as renumbered *delete* “prepaid post” and *substitute* “electronic mail”.