

Council

Constitution and Terms of Reference

1. INTRODUCTION

The Council provides guidance and advice to the Trustee Board on matters related to strategy, the Institution's membership and other relevant issues. The Council may also hold delegated authority for the implementation of specific activities or responsibilities as agreed with the Trustee Board.

While the Council has no direct line responsibility within the Institution, the composition of the Council means that it represents all facets of the Institution's membership and it is therefore incumbent on the Council to proactively and effectively promote the interests of the Institution's membership to the Trustee Board.

The Trustee Board and the Council shall act in a transparent, courteous and direct manner to the mutual benefit of the Institution.

Note that within this document, all definitions have the same meaning as those used in the By-Laws (Clause 1).

2. OBJECTIVES

The prime objectives of the Council are:

- i) To assist the Trustee Board, "... to promote the development of Mechanical Engineering ...", as defined in the Royal Charter (Clause 7).
- ii) To, "... tender advice to the Trustee Board concerning the direction and strategy of the Institution and any other matter referred to it by the Trustee Board and, secondly, of communicating the representative views of the members of the Institution on these and other matters to the Trustee Board ...", as defined in the By-Laws (Clause 72).

3. RESPONSIBILITY

- i) The Council shall be independent of the Trustee Board but is responsible for representing the views of the Institution's membership and tendering advice to the Trustee Board.
- ii) The Council shall be responsible for the proper discharge of any delegated activities or responsibilities agreed with the Trustee Board.

- iii) No Divisions, Groups, Regions or International Regions report to the Council but their views are represented through their respective Chairs.
- iv) The Council may appoint ad-hoc sub-groups with defined Terms of Reference, for the consideration and / or implementation of specific issues, as appropriate, which shall report to the Council.

4. COMPOSITION

4.1 Structure

- i) The Council shall consist of:
 - the President
 - four most immediate Past Presidents
 - eight Divisional Chairs
 - ten Group Chairs
 - sixteen Regional Chairs
 - seven International Region Chairs
 - four Young Members
 - sixteen Elected Corporate Members who are Fellows of the Institution
 - twelve Elected Corporate Members who are Members of the Institution
 - the Chair of the Equality & Diversity Steering Group
- ii) The Council and the Trustee Board will jointly agree any amendment to the composition of the Council to reflect the formation / termination of Divisions, Groups, Regions or International Regions as may occur from time-to-time, provided that the changes are not contrary to the requirements of Clauses 4.2 iii and 4.2 iv.
- iii) Notwithstanding any amendments to the representation of Divisions, Groups, Regions or International Regions the number of Elected Corporate Members shall be:
 - not less than 28, and
 - greater than 35% of the total composition.
- iv) There shall be no co-opted members of the Council. Co-opted members may be invited to join ad-hoc sub-groups provided they do not constitute a majority.
- v) Any other change that affects the composition of the Council or the representation of Divisions, Groups, Regions or International Regions shall be jointly agreed by the Council and the Trustee Board.

4.2 Council Year

The Council year shall commence immediately following the Institution's Annual Meeting through to the conclusion of the following year's Annual Meeting, coincident with the Presidential year of office and the Trustee Board year.

4.3 Eligibility

- i) No member of the Trustee Board shall be a member of the Council, save the President.
- ii) A member of the Council, in whatever capacity, shall immediately cease to be a member of the Council if such member:
 - Resigns by notice in writing to the Chief Executive, or

- is elected to the Trustee Board, or
- ceases to be Chair of a Division, Group, Region or International Region or
- ceases to be a member of the Institution or such member's membership is suspended, or
- becomes employed by the Institution or by any company of which more than 75% of the issued share capital is in the beneficial ownership of the Institution or its nominees.

4.4 Chairs of Divisions, Groups, Regions and International Regions

- i) No Chair may also be an Elected Corporate Member.
- ii) Chairs shall serve on the Council for so long as they hold the office of Chair.
- iii) When necessary (e.g. through incapacity, business commitments, etc), the Chair may nominate a deputy to represent their committee at the Council.

4.5 Elected Corporate Members

- i) Elected Corporate Members shall serve on the Council for three years (as defined in Clause 4.2).
 - A minimum of seven Elected Corporate Members shall retire each year, comprising at least four Fellows and three Members.
 - Those retiring shall be all Elected Corporate Members who have completed three years service since their last election.
 - The Council may occasionally adopt special election procedures as necessary to maintain the total and composition of retiring Members and Fellows.
 - There shall be no limit to the number of times an Elected Corporate Member may hold office or stand for election.
- ii) The election process shall be co-ordinated with the Trustee Board elections and follow the same general principles as those described for the Trustee Board elections, as outlined in Clauses 64 - 66 of the Institution's By-laws.
- iii) A list of nominations for Elected Corporate Members shall be presented at the same meeting as that for the Trustee Board nominations. Upon presentation of the list any Corporate Member shall be entitled to add to the list a candidate for election as Elected Corporate Member, in accordance with Clause 4.5 v.
- iv) The Council may prepare its own nominations (that may include any or all recommendations from the Trustee Board) who shall be termed Council Nominations.
- v) Each nomination by a Corporate Member shall be signed by the nominee and by at least two other Corporate Members as nominators. Nominators may only support one candidate each year. The nomination shall be delivered to the Chair of the meeting, together with the written consent of the nominee.
- vi) In the event of the 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 Council may at any time before the dispatch of voting papers to Corporate Members and Associate Members nominate another candidate who is eligible for election.
- vii) If the number of candidates nominated for election does not exceed the number of vacancies, the person(s) so nominated shall be declared elected at the Annual Meeting.

- viii) The timing, principles, regulations, form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the Council Elections, shall follow the same procedure as those formulated for the Trustee Board elections.
- ix) The announcement of the results of the Council elections shall be made at the same time and according to the same procedures as those for the Trustee Board elections.
- x) Elected Corporate Members may not nominate a deputy to act on their behalf.
- xi) Where a vacancy occurs in the Elected Corporate Members of the Council, the position may be filled as a casual vacancy. Nominations for each vacancy shall be supported by two members of the Council and approved by the Council. The nominee shall satisfy all the criteria for Elected Corporate Members and shall hold office until the next Annual Meeting. 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.

5. QUORUM

A minimum of 15 members of the Council shall constitute a quorum, of whom:

- the President or his nominated deputy shall be present, and
- at least five attendees are Elected Corporate Members.

6. TERMS OF REFERENCE

6.1 Activities

- i) The Council shall debate any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate by the Council or requested by the Trustee Board for the purpose of providing advice and proposals to the Trustee Board.
- ii) The Council shall seek and represent the views of the Institution's membership to the Trustee Board (through the President, the Council Co-opted Representative, or other appropriate means) on any issues related to the strategy of the Institution, the promotion of Mechanical Engineering or any other issues deemed appropriate.
- iii) The Council shall review and contribute to the annual, medium term and long term strategic plan and agree with the Trustee Board any parts of the strategic plan for which it may have delegated authority.
- iv) The Council shall implement and discharge (in a timely, efficient and economic manner) any delegated activities or responsibilities for the strategic plan, or any other initiative(s), as agreed with the Trustee Board.
- v) The Council shall regularly review the effectiveness and suitability of its Constitution, Terms of Reference, relationship with the Trustee Board and relationship with the membership. Any changes to the Constitution and Terms of Reference shall be agreed by the Council and the Trustee Board.
- vi) Where issues involve the approval of the Institution's membership at a Special Meeting, the Council shall debate the issue in accordance with Clauses 6.1 i and 6.1 ii. The result of any vote by the Council on the proposed motion shall be notified to the Institution's membership prior to the Special Meeting.

- vii) Where an issue is considered of sufficient importance, the Council may request the Trustee Board to hold a Special Meeting.

6.2 Trustee Board Responsibilities

- i) For its part, the Trustee Board shall ensure that the Council is kept updated on any matters that have been raised by the Council or affect the Institution's membership, the strategy of the Institution, or other appropriate issues, through:
- the dissemination of the Trustee Board meeting minutes, and
 - the attendance of the Council Co-opted Representative at the Trustee Board meetings, and
 - the attendance of the Trustee Board members and staff (as appropriate) at the Council Meetings, and
 - the application of any other appropriate means
- ii) The Trustee Board shall agree with the Council any aspects of the Strategic Plan or other initiative(s) for which the Council shall have delegated authority, including associated scope definition, schedule and budget.
- iii) The Trustee Board shall ensure that staff / specialist support is available, where required to support the activities of the Council.

6.3 Council Co-opted Representative(s)

- i) At the start of each Council year, the Council shall elect from its membership those member(s) who will act as Council Co-opted Representative(s) at the Trustee Board meetings.
- ii) The number of representatives shall be determined each year with due regard to:
- the need to maintain continuity at the Trustee Board meetings, and
 - the equitable sharing of attendance, and
 - the opportunity for members of the Council to witness the operation of the Trustee Board
- iii) The Council Co-opted Representative(s) shall be responsible for:
- ensuring regular attendance at the Trustee Board meetings on an agreed rotating basis, and
 - impartially presenting the views of the Council at the Trustee Board meetings, and
 - providing feedback to the Council on any issue(s) raised at the Trustee Board meetings that are relevant to the Council's remit.

6.4 Council Co-ordination Committee

- i) At the start of each Council year, the Council shall elect a Co-ordination Committee to organise the business of the Council and act as a liaison between the Council and the President. The composition of the Co-ordination Committee shall comprise:
- At least three persons who are preferably Elected Corporate Members (and therefore likely to have less Institution commitments than Chairs of Divisions, Groups, Regions and International Regions), plus
 - the staff Council Officer
- ii) The Co-ordination Committee will typically be responsible for the administration of:
- proposing nominations for Council Co-opted Representatives

- proposing the formation / termination of ad-hoc sub-groups
- proposing nominations for Elected Corporate Members and casual vacancies
- proposing nominations for the following year's Co-ordination Committee
- agreeing the agenda and business of the Council meetings
- preparing and distributing minutes of Council meeting
- any other matters related to the routine operation of the Council

The Co-ordination Committee shall have no executive authority and any member of the Council shall be free to propose nominations, etc. All nominations, etc, whether proposed individually or by the Co-ordination Committee shall be agreed by the Council.

6.5 Members' of the Council Responsibilities

- i) All members of the Council have the responsibility to:
 - regularly attend the Council meetings, and
 - seek and consider the views of the Institution's membership, and
 - act impartially and honestly, and
 - take an active involvement in the Institution's standing Boards and Panels.
- ii) Members of the Council act on their own account, however where appropriate:
 - Elected Corporate Members are expected to consider and take cognisance of the views of the Institution's membership (through active engagement with business colleagues, attendance at Regional / International events, personal networking, etc), while
 - Chairs are expected to consider and take cognisance of the views of their Division, Group, Region or International Region.
- iii) A member of the Council who, in the opinion of the Council, persistently fails to satisfy his responsibilities and, after appropriate review, may be requested to resign their position.

7. MEETINGS

- i) The Council shall normally meet two to three times per year:
 - One meeting shall be held on the date of the Annual Meeting of the Institution
 - Other meetings shall be held on agreed dates or as business may dictate.
 - Where dictated by specific needs or issues, the Council may organise additional meeting(s) as required.
- ii) Sub-groups shall meet as required to satisfy their remit.
- iii) The Council and any sub-groups shall invite the Trustee Board members and / or Institution staff to attend meetings as appropriate, to provide informed advice and assistance.
- iv) The Council and any sub-groups should endeavour to use informal discussion groups, virtual meetings and other electronic media (e.g. tele-conferencing, web-conferencing, etc) where possible. The Council should aim to hold at least one virtual meeting per year.
- v) Where necessary, a motion shall be put to the vote of the Council, according to the following principles:

- each member of the Council shall have a single vote that shall be cast in person (i.e. there shall be no proxy or postal voting, except as noted hereunder), and
 - any motion that is put to a vote shall be carried by a simple majority, and
 - in the event of a hung decision the President shall have the casting vote
 - the Council may choose to adopt proxy or postal voting in the event that a meeting is held at short notice or is of significant strategic importance. The details of such a vote shall be agreed prior to the meeting provided that the foregoing principles are satisfied
- vi) Minutes and / or Action Lists shall be prepared in a timely manner following each Council or sub-group meeting and issued to all participants and other appropriate parties. Minutes shall be reviewed and agreed at the next meeting.
- vii) All meetings of the Council or any sub-groups shall be conducted in accordance with good practice and the principles of Robert’s Rules of Order, including:
- transparent and open debate, and
 - free and courteous contribution by all members of the Council and invited attendees, and
 - respect for the opinion of others, and
 - observance for the confidentiality of any issues of a sensitive nature, and
 - recognition of the Institution’s Code of Conduct Regulation

8. AUTHORITY

- Approved by the Trustee Board: 18th February 2009
- Approved by the Council: 20th April 2009

9. CHANGE HISTORY

Revision	Date	Status
Draft	Jan 2009	For approval by the Trustee Board & the Council
Final	Apr 2009	Issued for distribution
	Jul 2009	Amended to include International Fora
	2010	Amended to replace International Fora with International Regions.
	May 2013	Addition to the composition of the Chair of the Equality & Diversity Steering Group