

**RULES
of
THE GUILD OF BENEVOLENCE OF THE INSTITUTE OF MARINE
ENGINEERING, SCIENCE AND TECHNOLOGY**

Definitions

1.1 The following expressions shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
The Guild	The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology, <u>registered charity 208727</u>
The Board	The committee <u>Board of management Trustees</u> constituted in accordance with Rules 6 and <u>7</u> and formerly known as the <u>Committee of Management</u>
Board Members	<u>Board Members</u> means the members of the <u>Committee-Board</u> and such persons are charity trustees for the purposes of the Charities Acts
<u>'In attendance' Board or Committee Members</u>	<u>'In attendance' Members participate fully in the Board or committee's business and meetings, usually because they possess specific expertise or represent a particular constituency. They may speak and fully contribute to the body's work and debate but neither have voting rights nor bear trustee liability</u>
Members	Members of the Guild
<u>Life Members</u>	<u>Members of the Guild who have paid a single, special fee entitling them to lifelong membership</u>

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	<u>without further payment</u>
The Institute	The Institute of Marine Engineering, Science and Technology (IMarEST), registered charity number 212992, formerly known as The Institute of Marine Engineers (IMarE).
Holding Trustees	The Institute <u>and/or</u> such other person or persons (not being more than four in number) as the Committee Board shall appoint in accordance with the provisions of Rule 11.
Financial Year	The period from 1 st October in one year to 30 th September inclusive in the next succeeding year.
<u>(A person's) Children</u>	<u>The legitimate, legitimated, illegitimate and adopted children who are under the age of 18 or are over the age of 18 and under the age of 25 and in full-time education.</u>
<u>(A person's) Dependant</u>	<u>Any individual towards whose reasonable needs that person has, in the opinion of the Board, been making a substantial contribution to provide them with the ordinary necessities of life.</u>
<u>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.</u>	

Object

2.1 The object of the Guild shall be the granting of relief to necessitous and deserving persons specified under Rule 5.

2.2 In the furtherance of such object, but not further or otherwise, the ~~Committee Board~~ may exercise powers to:

2.2.1 make any charitable donation either in cash or in assets;

2.2.2 co-operate and enter into agreements or arrangements with any institutions, organisations or authorities, national, local or otherwise, for charitable purposes calculated to further the object of the Guild;

2.2.3 take and accept any gift of money, property or other assets, whether subject to any special trust or not;

2.2.4 subject to such consents as may be required by law borrow or raise money for the object of the Guild on such terms and upon such security as shall be thought fit;

2.2.5 procure contributions to the Guild, by way of donations, subscriptions or otherwise, by personal or written appeals, public meetings or otherwise;

2.2.6 hold in reserve income from funds held on behalf of the Guild to the extent that the ~~Committee-Board~~ (after taking appropriate advice) considers this to be necessary to ensure that the Guild will be able to fund its continuing activities;

2.2.7 employ and pay any person or persons, including a professional management company (but not a ~~Committee-Board~~ Member), to supervise, organise, carry on the work of, and advise, the Guild and make all reasonable and necessary provision for the payment of pensions and superannuation to ~~or on behalf of officers,~~ employees ~~or servants~~ for the time being of the Guild and their widows or widowers and dependants and for the payment of the fees of any professional management company employed by the ~~Committee~~Board; and

2.2.8 do all such other lawful things as are necessary for the attainment or as shall further the object of the Guild.

~~Persons-Eligibility~~ for Membership

3. Membership of the Guild shall be open to:

3.1 past and present ~~Members-members~~ of the Institute;

3.2 past and present employees of the Institute or of the Guild; ~~and~~

~~marine engineers who possess Certificates of Competency or Certificates of Service issued by the relevant UK Government Department or Agency as listed in Appendix 1 or their equivalent; provided that the Committee shall have power to grant or to refuse membership to any person if it shall think fit.~~

3.3 individuals professionally engaged in the marine sector as engineers, scientists or technologists; and

~~3.3.4 any individuals not fulfilling the above criteria, at the sole discretion of the Committee of Management Board.~~

Terms of Membership

4.1 The Members (if eligible under Rule 3 and subject to proviso in Rules ~~5.3-4.5~~ and 4.5.1) shall be:

4.1.1 any person who has paid the annual subscription laid down from time to time by the Committee Board and to whom membership has been granted;

4.1.2 any person who prior to the adoption of these Rules was granted life membership of the Guild;

4.1.3 any person who after the adoption of these Rules is granted life membership of the Guild on such terms as the Committee Board may prescribe from time to time.

4.2 The Committee Board shall in respect of each financial year set the subscriptions payable by the Members. The Committee Board may waive payment of such subscriptions in cases where this is deemed appropriate.

4.3 The Committee Board shall cause a register of Members to be maintained, ~~either by making entries in bound books or by recording the relevant details in any other manner. The register need not be in legible form, so long as the recording is capable of being reproduced in legible form.~~ If a person ceases to be a Member (for whatever reason) their name shall be deleted from the register of Members.

4.4.1 The fact that a person is shown in the register of Members as a Member shall, in the absence of manifest error, be conclusive proof that he is a Member.

~~4.4.2 Subject to that, the The Committee Board may determine in its absolute discretion whether someone is a Member, on the basis of the records of the Guild and such evidence as may be adduced produced by a person claiming to be a Member, whether such person is a Member and a~~ Any determination of the ~~Committee Board~~ made under this Rule shall be final and binding.

~~4.5. Any person who is in receipt of relief granted under these Rules and is a Member— who is granted relief under these Rules shall automatically and immediately cease to be a Member.~~

~~4.5.1 In the case of Life Members, this decision their continued membership and/or prorated refund of life membership fees is at the sole discretion of the Board.~~

Eligibility to apply for relief benefit

~~5.1 —References in these Rules to a person's "dependant" are references to any individual towards whose reasonable needs that person has, in the opinion of the Committee, been making a substantial contribution to provide him or her with the ordinary necessities of life.~~

~~5.2 —References in these Rules to a person's "children" are references to their legitimate, legitimated, illegitimate and adopted children who are under the age of 18 or are over the age of 18 and under the age of 25 and in full time education.~~

~~5.3.1 The persons who are eligible as subjects for relief shall (but without prejudice to the power of the Committee under Rule 9 to decide what persons are proper subjects for relief, whether actually covered or not by the descriptions in this Rule) include the following: The persons who are eligible as subjects for relief shall (but without prejudice to the power of the Board under Rule 5.2.2) be chosen as proper subjects for relief, whether actually covered or not by the descriptions in this Rule, and include the following:~~

5.31.1 past and present Members of the Institute and past and present Members of the Guild;

5.31.2 marine engineers who possess or have possessed STCW Convention equivalent Class 1 or Class 2 Certificates of Competency or Certificates of Service or Service Records issued by the relevant an IMO-recognised UK Government Department or Agency or their equivalent national maritime authority or Certificate of Competency issuing agency;

5.31.3 any individual professionally engaged, now or in the past, in the marine sector as an engineer, scientist or technologist at a level eligible for IMarEST membership as a Fellow, Member or Associate. FEH

past and present employees of the Institute or of the Guild;

5.31.4 the wives, husbands, widows, widowers, partners, children and/or dependants of any of the persons referred to in the preceding paragraphs of this Rule; ~~provided that no person who is in receipt of relief granted under these Rules may be a Member and accordingly upon the Committee deciding to grant relief to any person who is a Member that person shall automatically and immediately cease to be a Member.~~

Granting of Relief

5.3.52.1 The granting of relief shall be vested in the Committee Board, or the Relief Committee operating under delegated power from the Board, which shall have absolute discretion in regard thereto.

5.2.2 The Board shall in its sole discretion decide who are proper subjects for relief and its decision shall be final and binding whether such subjects are actually covered or not by the descriptions in Rules 5.1 and its subrules. The Committee Board shall not be required to give reasons publicly and/or to applicants for the exercise of its discretion.

The Committee of Management Board of Trustees

6.1 The management of the affairs of the Guild shall be under the control of the ~~Committee-Board~~ which shall number no more than twelve Trustees.
~~twelve Members.~~

6.1.2

~~6.2.1~~ The Secretary and the Honorary Treasurer of the Institute shall be ex officio ~~Committee-Board~~ Members and Trustees of the Guild.

~~6.2.2.1.3~~—The Secretary of the Institute shall be the Honorary Secretary of the Guild.

~~6.3.12~~ At each Annual General Meeting any ~~Committee-Board~~ Member appointed by the ~~Committee-Board to a casual vacancy (under Rule 6.6)~~ since the previous Annual General Meeting ~~under Rule 6.6~~ shall retire, together with such (if any) of the ~~Committee-Board~~ Members (excluding for the purposes of this Rule, -the Honorary Treasurer and the ~~Honorary Secretary of the Institute~~), as have completed a term of three years on the ~~BoardCommittee~~. Those retiring pursuant to this Rule shall be eligible for immediate re-election for a further term of three years. On retirement from the ~~Committee-Board~~ thereafter no persons shall be eligible for re-election until the Annual General Meeting following that at which they retired except as provided under Rule ~~6.67~~ to fill a casual vacancy or Rule 6.8 to serve in a co-opted role.

6.2.1 All persons retiring at an Annual General Meeting shall hold office until the conclusion of that meeting.

Election of Trustees and Honorary Treasurer

~~6.3.2~~—At each Annual General Meeting the Guild Honorary Treasurer shall retire, but shall be eligible for re-election. No person shall hold the office of Guild Honorary Treasurer for more than six consecutive years, ~~save that in exceptional circumstances this period may be extended for up to three years at the discretion of the Committee.~~ The Guild Honorary Treasurer shall be nominated by the Members in accordance with Rule 6.4.

6.43 Nominations of candidates for election to the ~~Committee-Board~~ shall be in writing on the prescribed form and be supported by the signatures of two Members of the Guild. ~~Completed nomination forms~~

must be received by the Secretary on the due date stated in the 'Call for Nominations' notification~~nomination letter forwarded sent~~ to Members.

6.4 If no more candidates are nominated than there are vacancies to be filled, those nominated shall be declared to be elected unopposed.

~~6.55~~ Notice of the names of all candidates nominated under Rule 6.4 shall be sent to all Members with the notice convening the Annual General Meeting. ~~If no more candidates are nominated than there are vacancies to be filled those nominated shall be declared to be elected.~~ If more candidates are nominated than there are vacancies to be filled, ~~ballot papers will be forwarded to all Members together with the notice convening the Annual General Meeting mentioned above a ballot, by whatever method or method(s) is agreed by the Board, shall be carried out and completed no later than four working days in advance of the Annual General Meeting. Completed ballot papers are to be delivered to the Guild Secretary at least four working days before the Annual General Meeting.~~ The papers election shall be certified by the impartial third-party supplier if management of the election is outsourced and/or will be scrutinised by two Institute or Guild employees who are not themselves Members of the Guild if carried out internally. In hybrid elections, with part of the vote outsourced and part managed internally, each method will be certified as appropriate and two Institute or Guild employees who are not themselves Members of the Guild shall combine and certify the overall results.

6.6 The Guild Honorary Treasurer shall be elected to an initial term of three years, after which he is eligible for reelection to a second term of three years. Following this, he can be reelected on an annual basis to a maximum of twelve years' total service as Honorary Treasurer. The Guild Honorary Treasurer shall be nominated by the Members in accordance with Rule 6.3. For the purposes of calculating an individual's eligibility to stand as Honorary Treasurer in any given year, any previous service as an elected or coopted Board Member shall not be counted.

Casual Vacancies

~~6.76.~~ The ~~Committee Board~~ may fill any casual vacancy occurring ~~in~~ on the ~~Committee Board~~ and any person so appointed to fill such a vacancy shall retire at the next Annual General Meeting but shall be

eligible for election as if not appointed and shall be deemed to have been duly nominated for such election.

6.7.1 Any vacancy not filled at an Annual General Meeting shall be deemed to be a casual vacancy for the purposes of this Rule.

Co-opted Board Members

~~6.87~~ The ~~Committee Board~~ may at its discretion co-opt persons, not necessarily Members of the Guild, to the ~~Committee Board either as trustees (as long as there are vacancies given the maximum number specified Rule 6.1) or on an 'in attendance' basis. The basis of appointment will be clearly specified at the time of appointment, for the benefit of their expertise in matters relating to the affairs of the Guild. Such persons shall have no power to vote and their~~ Their total number of co-opted Board Members at any one time shall not exceed ~~one-third~~40% of the ~~Committee Board's total~~ membership.

Election of Board Chair and Deputy Chair

~~6.9.18~~ The ~~Committee Board~~ shall elect from ~~among themselves amongst the Trustees~~ a Chair of the ~~Committee Board~~. On election the Chair will be eligible to serve for a term of three years with a further additional term of three years. The Chair may not remain in office for more than two consecutive terms after their first appointment as Chair, save that this period may be extended for up to an additional three years at the discretion of the Board. ~~and on retirement will be subject to the terms of Rule 6.3.1. For the purposes of calculating an individual's eligibility to serve as Chair in any given year, any previous service as a Board Member shall not be counted, except total service as a trustee plus chair shall not normally exceed nine years. On retirement, the Chair will not be eligible to be elected to the Board until the Annual General Meeting following the one in which he relinquished that role, but he may be appointed immediately or at any time to fill a casual vacancy.~~

~~6.98.12~~ The ~~Committee Board~~ shall from time to time select from among ~~all Board Members themselves~~ a Deputy Chair of the ~~Committee Board~~ who shall hold office following such selection subject to the terms of Rule 6.3.1.

~~6.89.23~~ If ~~any of the offices referred to in Rule 6.8. and 6.8.1.~~ the Chair or Deputy Chair position falls vacant, the Committee shall select, at their next meeting, a replacement to fill the vacancy.

Board Members' Expenses

6.10 Any Trustee or 'in attendance' Board Member who, in the performance of their duties and in furtherance of the objects of the Guild, incurs any reasonable and out-of-pocket expense shall be entitled to be reimbursed for such expense. Such expenses shall be subject to formal approval via the Guild's authorisation procedures and reimbursement shall not mean "pay" within Rule 2.2.7.

Conflicts of Interest

6.11 Any Trustee or 'in attendance' Board Member with an actual, potential or perceived conflict of interest is required to declare such conflicts. A standard agenda item will be included at the start of each Board Meeting to declare any actual or potential conflicts of interest and when a conflict is identified with a particular agenda item, the conflicted Board Member shall offer to withdraw for that item.

Determination Automatic Cessation of Board Membership of the Committee

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~~7.46.12~~ Any person ceasing to be a Member of the Guild shall *ipso facto* cease to be a ~~Committee Board~~ Member, unless a Co-opted Member who was not a Member when appointed, and any vacancy thus occurring in the ~~Committee Board~~ shall be deemed to be a casual vacancy for the purposes of Rule ~~6.67~~.

~~7.26.13~~ The office of any Board Member ~~of the Committee~~ shall automatically be vacated if ~~the Member they~~:

~~7.26.13.1~~ are 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; Becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any Statutory modification thereof, of discharging the responsibilities of a Member of the Committee; or

~~7.26.13.2~~ Shall be disqualified by law in England and Wales from being a charity trustee or company director; or

~~6.13.3~~ Shall be disqualified from being a charity trustee or company director in their home country; or

~~7.2.3-6.13.4~~ By notice in writing to the Guild resigns office; ~~or~~

~~7.2.4~~ ~~Is absent without leave of the Committee from more than two meetings of the Committee held in any period of twelve consecutive months, and the Committee resolve that the Member's office be vacated.~~

Removal of Board Members mid-term

Chair

~~6.14~~ The Chair shall vacate that office if a minimum of two-thirds of the total Board in a secret ballot so resolve. Any discussion to remove the Chair shall be chaired by the Deputy Chair but the Chair shall have the right to be present and contribute to any such discussion. The final discussion and vote shall be held without the presence of the Chair.

~~6.14.1~~ The Chair once removed shall remain a trustee unless also removed via the procedure to remove a trustee or co-opted member from office, depending on the route to which he was originally placed on the Board.

Honorary Treasurer

~~6.15~~ The position of Honorary Treasurer shall be vacated if a minimum of two-thirds of Members present at an Annual General Meeting or Extraordinary General Meeting so resolve. Voting by proxy is not permitted for the removal of an Honorary Treasurer.

Trustees

~~6.16~~ A trustee shall vacate his office if a majority two-thirds of Members present at an Annual General Meeting or Extraordinary General Meeting so resolve. Voting by proxy is not permitted for the removal of a Trustee.

Co-opted Members

6.17 A Co-opted Member, whether a trustee or an 'in attendance' member, shall vacate his office if a majority two-thirds of the total Board in a secret ballot so resolve.

Meetings, and Proceedings and Quorum of the Committee Board

87.1 ~~Minimum s~~Seven clear calendar days' notice shall be given of every meeting of the ~~Committee Board, unless the Board agrees otherwise in a specific instance.-~~

87.2 Each ~~Committee Board~~ Member shall be entitled to one vote on any resolution put to the ~~Committee Board~~ but the Chair (or ~~if not present the Deputy Chair and if neither the Chair nor the Deputy Chair is present, the Committee Board Member acting as Chair of the meeting~~)whoever is chairing the meeting in the absence of the Board Chair shall have a second or casting vote in the case of the voting being equal.

87.3 The ~~Committee Board~~ may regulate its meetings as it sees fit and five Board Members shall form a quorum. In the event of failure to achieve a quorum those ~~Committee Board~~ Members present may proceed with the business of the meeting in granting relief, a report of which shall be presented promptly to a meeting of the Relief Sub-Committee (see Section 8.4) for endorsement.

8-7.4 All resolutions passed by a majority of Board Members voting at any quorate meeting of the ~~Committee Board~~ shall be final and binding.

8.5 ~~— A resolution in writing, signed by a majority of the Committee Members for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any resolution in writing proposed pursuant to this Rule shall be in the form set out in Appendix 2 to these Rules (or in such other form as the Committee may approve).~~

87.56 Whenever the ~~Committee Board~~ Members resolve to enter into any deed or instrument for giving effect to transactions to which the ~~Committee Board~~ Members are a party they shall also by writing or by resolution passed at a meeting of the ~~Committee Board~~ confer authority

on any two ~~Committee-Board~~ Members (who may be, but need not be, named or otherwise restricted when the authority is conferred) to execute such deed or instrument in the names and on behalf of all the ~~Committee- Board~~ Members and any deed or instrument executed in pursuance of an authority so given shall be of the same effect as if executed by all the ~~Committee-Board~~ Members.

~~Power of the Committee to grant relief to eligible persons~~

~~9 The Committee shall grant relief under the provisions of Rule 2 to persons who are eligible to benefit, as specified in Rule 5. The Committee shall in its sole discretion decide who are proper subjects for relief and its decision shall be final and binding whether such subjects are actually covered or not by the descriptions in Rule 5.~~

Committees of the Board

8.1 At the first Board meeting following the Annual General Meeting, the Board shall, at its discretion, establish committees for the forthcoming year and appoint Board members to serve on them.

8.2 The meetings and proceedings of the committees shall be governed by these Rules including the terms specified for the Board and its meetings and the procedures for Out of Committee Decisions, except a committee is deemed quorate if a simple majority of its members are present and any Committee Member has the power to call a committee meeting and to do so with less than seven calendar days' notice with the agreement of the committee.

8.3 All acts and proceedings of committees shall be reported fully to the next regular Board- meeting.

8.4 The Board shall establish a Relief Committee, composed of not less than four and not more than six Board Members, which shall, under delegated authority from the Board and in full accordance with Guild Rules, grant relief in cases of urgency between Board meetings.

~~10.1 At the first Committee meeting following the Annual General Meeting of the Guild the Committee shall form a Sub-Committee comprising not less than three and not more than six Committee~~

~~Members to which the Committee shall delegate its powers to grant relief in cases of urgency between Committee meetings. Such decisions shall conform to agreed Committee policies and be in accordance with Guild Rules. All acts and proceedings of the Sub-Committee shall be reported fully to the Committee.~~

~~10.2 The meetings and proceedings of the Sub-Committee shall be governed by the provisions in these Rules regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee provided however that any Member of the Sub-Committee shall have power to call a meeting of the Sub-Committee by shorter notice than that specified in Rule 8.1 if all the Members of the Sub-Committee so agree and such a meeting shall be deemed to have been duly called and provided further that any meeting of the Sub-Committee shall be quorate if at least three Members of the Sub-Committee are present. In exceptional circumstances a meeting of at least three Members of the Sub-Committee may be held using the telephone and/or electronic network for the purposes of discussing a case for relief. Any decisions made at such meeting shall be reported fully to the Committee.~~

Out of Committee Decision Procedures

9.1 The Board or Committee Chair has sole discretion on whether a matter shall be put to that body as an Out-of-Committee Decision or held over to the next regular meeting or whether a special meeting should be convened.

9.2 Items for Out-of-Committee Decision shall be circulated to the relevant Committee or Board 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.

9.3 Items will normally be issued and votes will normally be collated and tallied by the Board or relevant Committee's administrator.

9.4 Board or Committee Members 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.

9.5 A minimum of a quorate response is required for all out-of-committee decisions to be considered a valid decision of the Board or Committee. For Board this means five responses are required and for committees, responses from a simple majority of the Committee's membership.

Relationship Between the Holding Trustees and the Committee Board

4410.1 The Holding Trustees shall concur in and perform all acts necessary to enable the Board Committee Members to exercise their powers of management or any other power or discretion vested in them and in particular the Holding Trustees shall authorise cheques or other methods of payment to be drawn by the direction of the Committee Board on any current Bank Account of the Holding Trustees, provided that all such cheques shall be signed or payments authorised by the Chair or the Honorary Treasurer or the Secretary or such other person as shall be nominated for the purpose by the Committee Board or any one of the Committee Board Members.

4410.2 The Holding Trustees shall not be liable for any loss to any real or personal property held by the Holding Trustees on behalf of the Guild arising from any act or default on the part of the Committee Board or any Committee Board Member or from any act or default of the Holding Trustees made or done at the direction of the Committee Board and the Committee Board shall indemnify the Holding Trustees in respect of all costs claims and liabilities arising from any act, matter or thing made or done by the Holding Trustees at the direction of the Committee Board and in respect of any other matter or thing except wilful default or fraud or wrongdoing on the part of the Holding Trustees (or in the case of a corporate Holding Trustee its officers and employees) who is sought to be made liable.

Change of Holding Trustees

~~421.1~~ Any Holding Trustee may be removed from trusteeship by the ~~Committee Board~~ by notice in writing to the Holding Trustee to be removed.

~~4211.2~~ Any Holding Trustee may by notice in writing to the Chair of the ~~Committee Board~~ retire from their or its trusteeship.

~~4211.3~~ Following any Holding Trustee being removed from the trusteeship or retiring from the trusteeship the ~~Committee Board~~ shall appoint a new Holding Trustee to act in place of the Holding Trustee so removed or retiring but if there shall then remain at least one Holding Trustee the ~~Committee Board~~ shall not be obliged (save as required by law) to appoint a new or substitute Holding Trustee.

~~4211.4~~ The ~~Committee Board~~ may appoint additional Holding Trustees provided that the number of Holding Trustees shall not exceed four.

Investment

~~4312.1~~ The money of the Guild not immediately required for its object (including income reserves) shall be invested ~~in the manner following:~~ such investments or other property or other assets as the Board may think fit as long as it is in line with the rules of and guidance from the Charity Commission, or any successor body, and with the objects and charitable purposes of the Guild.

~~13.1.1~~ ~~In any account with any bank, building society or other financial institution provided that such account shall be operated by the Committee and held in the name of the Guild and provided further that all cheques and orders for the payment of money shall be signed by at least two Committee Members; or~~

~~13.1.2~~ ~~In any investments specified in the Trustee Act 2000, as amended or extended from time to time; or~~

~~13.1.3~~ ~~In any of the securities of the government of any country, province or state within the Commonwealth or any member state of the European Union or the United States of America or Japan; or~~

~~13.1.4~~ ~~In any mortgages or other securities of any municipality, county or district council or local or public authority or board in any country;~~

~~province or state within the Commonwealth or any member state of the European Union or the United States of America or Japan; or~~

~~13.1.5 In any mortgages or other securities the capital of which or a minimum rate of interest or dividend on which is guaranteed by the government of any country province of any country province or state within the Commonwealth or any member state of the European Union or the United States of America or Japan; or~~

~~13.1.6 Upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of first mortgage, up to the limit of two-thirds of the value; or~~

~~13.1.7 In any investments, not being investments authorised under any of the foregoing provisions, falling within the following classes, that is to say, bonds, debentures, debenture stock or mortgages or the fully paid guaranteed or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company incorporated either by Royal Charter or under any general or special Act of the Parliament of the United Kingdom or any general or special enactment of the legislature of any other country, province or state within the Commonwealth or any member State of the European Union or the United States of America or Japan, having an issued and paid up share capital of at least £1,000,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange or over the counter market or for which a price is regularly published and a market made in any country, province or state within the Commonwealth or any member State of the European Union or the United States of America or Japan, and so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the company's accounts in respect of such shares; or~~

~~13.1.8 In any units, or other shares of the investments subject to the trusts of a unit trust scheme not being securities falling within Rule 13.1.2 above, or units or other shares in a mutual fund or similar investment vehicle; or~~

~~13.1.9 In any securities of whatsoever nature issued by any corporation, company or body, not being investments authorised under any of the foregoing provisions, provided that the total amount at any~~

~~time, standing invested in securities authorised by this sub paragraph as shown by the books of the Guild shall not exceed ten per centum of the total amount at such time standing invested in any of the assets hereby authorised as appearing by such books, valuing such assets at their cost price to the Guild; or~~

~~13.1.10 In any contracts effected in the options, traded options, financial futures or forward currency markets, provided that the total amount at any time standing invested in securities authorised by this sub paragraph shall not exceed ten per centum of the total amount at such time standing invested in any of the assets hereby authorised as appearing by such books, valuing such assets at their cost price to the Guild; and~~

~~13.2 In furtherance of the object referred to in Rule 2, the Committee may exercise power to:~~

~~13.2.1 Enter into underwriting contracts relating to the issue of any securities authorised under any of the provisions of Rule 13;~~

~~13.2.2 Retain at its discretion any investments not authorised under any of the provisions of Rule 13 received by the Guild by way of legacy or gift.~~

~~13.12.23~~ The ~~Committee Board~~ shall ~~may~~ appoint one or more investment managers for the Guild. Any such investment manager shall be a person who the ~~Committee Members~~ Trustees are satisfied after inquiry is a proper and competent person to act in that capacity and ~~who is an individual of repute with at least fifteen years' experience of investment management~~ who is an authorised person within the meaning of the Financial Services and Markets Act 2000 or any successor Act.

12.3 The Board shall review the performance of the investment portfolio at least annually and the appointment of the investment manager(s) at such intervals not exceeding 48 months, as the Board thinks fit.

~~13.12.344.4~~ The ~~Committee Board~~ may delegate to an investment manager so appointed power at their discretion to buy and sell investments for the Guild on behalf of the ~~Committee Board~~ in accordance with the investment policy laid down by the ~~Committee Board~~ and communicated in writing to the investment

~~manager. The Committee may only do so on terms consistent with this Rule.~~

~~13.3.2 Where the Committee makes any delegation under the Rule 13.3.1, it shall:~~

~~(i) — inform the investment manager in writing of the extent of the Committee's investment powers;~~

~~(ii) — lay down a detailed investment policy for the Guild and immediately inform the investment manager in writing of the policy and of any changes to it;~~

~~(iii) — ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;~~

~~(iv) — ensure that the Committee is kept informed of, and reviews on a regular basis, the performance of their investment portfolio managed by the investment manager and the exercise by him of their delegated authority;~~

~~(v) — take all reasonable steps to ensure that the investment manager complies with the terms of the delegated authority;~~

~~(vi) — review the appointment at such intervals not exceeding 24 months as the Committee thinks fit; and~~

~~(vii) — pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Committee shall decide and as are consistent with this Rule provided that such remuneration may include commission, fees and/or expenses earned by the investment manager if and only to the extent that such commission, fees and/or expenses are disclosed to the Committee.~~

~~13.3.3 Where the Committee makes any delegation under this Rule it shall do so on the terms that:~~

~~(i) — the investment manager shall comply with the terms of the delegated authority;~~

~~(ii) — the investment manager shall not do anything which the Committee does not have the power to do;~~

~~(iii) — the Committee may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Rule; and~~

~~(iv) — the Committee shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on its behalf.~~

12.5 Authorisation by two Trustees, usually including at least one of the Honorary Treasurer or Chair, shall be required to pay money out of the Guild's investment portfolio or accounts.

1312.3.46 No Member of the ~~Committee-Board~~ shall be held liable for any loss to the property of the Guild occasioned by the negligence or fraud of any investment manager appointed by the ~~Committee-Board~~ under this Rule if in making the appointment and in supervising the activities of the investment manager the ~~Board Committee~~ has acted in good faith and in accordance with this Rule.

Accounts; Annual Report; Annual Return

4413. The ~~Board Committee~~ shall comply with all their obligations under the Charities Acts (or any statutory re-enactment or modification of that Act) and in accordance with current Charity Commission guidance. This includes, but is not limited to, with regard to the keeping of accounting records, the preparation of annual statements of account, the auditing or independent examination of statements of account and the transmission of statements of account, annual reports and annual returns to the Charity Commissioners.;

~~14.2 — The preparation of an annual report and its transmission to the Charity Commission;~~

~~14.3 — The preparation of an annual return and its transmission to the Charity Commission.~~

Expenses

~~15. Any Member who, in the performance of their duty as a Member and in furtherance of the object of the Guild, incurs any reasonable and out of pocket expense shall be entitled to be reimbursed for such expense and reimbursement shall not mean "pay" within Rule 2.2.7..~~

Property of the Guild

~~4614fs.~~ The title to all real or personal property which may be acquired by or on behalf of the Guild shall be vested in the Holding Trustees save that any such real or personal property may at the discretion of the ~~Committee Board~~ be acquired or retained in the name of any nominee of the Guild or of the Holding Trustees which is a corporate body incorporated in England and Wales, or which has established a branch or place of business in England and Wales and the ~~Committee Board~~ may pay reasonable and proper remuneration to any such nominee.

General Meetings

~~4715.1~~ All General Meetings shall be held in such place, including by electronic means, and at such time as may be prescribed by the Board Committee.

~~4715.2~~ An Annual General Meeting shall be held during the first six months of each financial year, at such time as may be determined in General Meeting or ~~failing such determination as shall be~~ determined by the Committee Board.

~~4715.3~~ At Annual General Meetings the business shall consist of:

- (a) presentation of the ~~Committee's Board's~~ report on the activities of the Guild during the preceding financial year (as defined in Rule 1.8) which shall be in accordance with the Charities Acts and the Statement of Recommended Practice: Accounting by Charities ("SORP") or successors;
- (b) presentation of the Honorary Treasurer's statement of accounts for the preceding financial year and the report of the Auditors both of which shall be in accordance with SORP or its successor;

(c) appointment ~~and remuneration~~ of auditors on the recommendation of the Board and delegation of fixing their remuneration to the Board;

(d) election of Members to the ~~Committee Board~~ under the terms of Rule 6.3.

(e) Special Business (if any) ~~as defined in Rule 20~~ amending these Rules.

~~4715.4~~ An Extraordinary General Meeting may be convened at any time by the ~~Committee Board~~. If at least fifteen Members of the Guild request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. A meeting requested by Members shall be convened and held within three months after the date of the request.

~~4715.5~~ Notice of every General Meeting shall be given via in the publication of the Institute known as IMarEST News or in any successor to that publication the Institute's usual communications channels issued by the Institute and distributed to its Members and issued directly, in written or electronic format, to Guild Members, with at least twenty-one (21) calendar days' notice or sixty days' notice in the case of a resolution of dissolution.

15.6 ~~The non-receipt of notice of a meeting by, any Member entitled to receive such notice, shall not invalidate the proceedings of any such meeting.~~

~~15.7~~ ~~Whenever notice of a General Meeting is given, details of the arrangements for voting by proxy shall be available on request from the Secretary. The accidental failure to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings of any such meeting. Voting by proxy is permitted at any Annual General Meeting but not at an Extraordinary General Meeting.~~

~~4715.68~~ Proxies:

~~4715.68.1~~ The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. A proxy need not be a Member of the Guild.

4715.68.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

4715.68.3 An instrument appointing a proxy shall be substantially in the following form:

“The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology.

*I,of being a Member of the above-named charity hereby appoint of or failing him, of as my proxy to vote for me on my behalf at the ~~(Annual or Extraordinary, as the case may be) general~~ General meeting-Meeting of the Guild to be held on the day of, and at any adjournment thereof.
Signed this day of”*

4715.68.4 Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be substantially in the following form:

“The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology.

*I,of being a Member of the above-named charity hereby appoint of or failing him, of as my proxy to vote for me on my behalf at the ~~(Annual or Extraordinary, as the case may be) general~~ General meeting-Meeting of the Guild to be held on the day of, and at any adjournment thereof.
Signed this day of
This form is to be used in favour of/against the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired.”**

~~4715.68~~.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

~~4715.6-86~~ A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Guild before the commencement of the meeting or adjourned meeting at which the proxy is used.

Proceedings at General Meetings

~~4816~~.1 Ten Members shall constitute a quorum for the purpose of a General Meeting other than an Extraordinary General Meeting when fifteen Members shall constitute a quorum.

~~4816~~.2 If, within twenty minutes after the time set for holding the meeting, a quorum is not present, the meeting shall be dissolved and unless the same shall have been convened at the request of Members another meeting shall be convened in accordance with Rules ~~4715~~.1, ~~4715~~.4 and ~~4715~~.5. In the event of a quorum not being then present, the later meeting shall be dissolved.

~~4816~~.3 The Chair at every general meeting shall be:

~~4816~~.3.1 The Chair if present; or

~~4816~~.3.2 if not present, the Deputy Chair if present; or

~~4816~~.3.3 if neither the Chair nor the Deputy Chair is present, such ~~Committee Board~~ Member as the ~~Committee Board~~ Members present shall select; or

~~4816~~.3.4 if there is only one ~~Committee Board~~ Member present, that ~~Committee Board~~ Member; ~~or~~

~~18.3.5 if there is no Committee Member present, such Member as the Members present shall select.~~

If no Board Members are present, the meeting shall be dissolved and another meeting convened in accordance with Rules 15.1, 15.4 and 15.5.

Voting at General Meetings

4917.1 Each Member shall be entitled to one vote.

4917.2 Decisions at meetings shall be ascertained by show of hands, unless a poll is demanded by at least five Members present and entitled to vote. ~~and unless~~ Unless a poll is so demanded, a declaration by the Meeting Chair that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minutes signed by the Chair shall be sufficient evidence of the decision.

4917.3 Each Member shall have one vote and in case of equality of votes the Meeting Chair shall both on a show of hands and on a poll have a second or casting vote. If a poll is demanded it shall be taken at such time and in such manner as the Meeting Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A poll demanded on the election of a Meeting Chair or on a question of adjournment shall be taken forthwith.

4917.4 The acceptances or rejections of votes by the Meeting Chair shall be conclusive for the purposes of the decision of the matter in respect of which the votes are tendered provided that the Meeting Chair may review their decision at the same meeting if any error be then pointed out to him.

4917.5 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote.

Alterations to the Rules

2018.1 Subject to Rule 2018.3, alterations or additions to these Rules may be made by a resolution passed by not less than two-thirds of the Members present ~~(in person or by proxy)~~ and voting (in person or by proxy) at an Annual General Meeting or (in person) at an Extraordinary General Meeting of the Guild. The notice convening the meeting must include notice of the resolution setting out the terms of the alterations and/or additions proposed.

~~2018~~.2 Unless such alterations and/or additions are proposed by the ~~Committee~~Board, at least one calendar month's notice of the proposed alterations and/or additions shall be given to the ~~Committee~~Board in writing.

~~2018~~.3 No alterations shall be made to the Rules which would affect the object of the Guild as stated in Rule 2 except for the purpose of extending the classes of necessitous and deserving persons to whom relief may be granted.

Dissolution

~~2419~~. The Guild may be dissolved by a resolution passed by a two-thirds majority of those present ~~(in person or by proxy)~~ and voting at an extraordinary general meeting convened for the purpose of which ~~twenty onesixty-~~ calendar days' notice shall have been given to the Members. Such resolution may give instructions for the disposal of any assets held by or on behalf of the Guild provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the Members but shall be given or transferred to such other charitable institution or institution having objects similar to some or all of the objects of the Guild as the Members may determine and if and insofar as effect cannot be given to this provision then to some other charitable purpose.

~~Appendix 4~~

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~~Certificates of Competency and Certificates of Service referred to in Rules 3.3 and 5.3.2~~

~~1. — Certificates of Competency and Certificates of Service for Marine Engineer Officers as issued at any time by the relevant UK government department or agency for service in foreign going vessels, including Classes 1 to 4 for Steamships, Motorships or Combined Steamship and Motorships.~~

~~NB Class 3 and Class 4 Certificates came into use with the Merchant Shipping Act of 1970. Engineer Officers who were at sea before this became law, and who held positions which now require a Certificate of Competency will be eligible for consideration for relief.~~

~~2. — Machinery Charge Qualifications held by Royal Navy Marine Engineer Officers, and Marine Engineer Officer of the Watch Qualification (1), previously known as the Unit Watchkeeping Certificate, held by Royal Navy Warrant Officers and Petty Officers.~~

~~3. — Certificates of Competency and Certificates of Service for Marine Engineer Officers as a Class 1 Engineer (Fishing) issued by the Maritime Coastguard Agency or as a Chief Engineer issued by Trawler Insurance Companies, subject to having served as a Chief Engineer on trawlers and/or offshore support vessels.~~

~~4. — Certificates issued by any government which are approved by the International Maritime Organisation as meeting the STCW 78, as amended, Convention requirements, and are equivalent to the above list.~~

~~5. — Non British qualifications which are equivalent to 1 and 2 above will allow the holder to be eligible for consideration for relief.~~

~~6. — Marine Electrical Engineer Officers. — There are no formal qualifications prior to the 2010 Amendments to STCW, but the Trustees would expect that an apprenticeship, or equivalent, with a minimum of four years sea service supported by service records would be required to establish their designation and level of duties or a Certificate of Competency issued in accordance with Regulation III/6 of STCW 78, as amended.~~

Donations to the Guild

Donations to the Guild from those interested in marine engineering, science and technology, or allied industries are always welcome. Because the Guild is a registered charity, if you are a UK taxpayer you can make donations to the Guild in ways which take advantage of tax relief.

Lifetime Gifts

Gift Aid

This can be used for any cash donation of any size. Your donation can be treated as a payment from which basic rate tax has been deducted and the Guild can reclaim the tax. For example, a £100 donation will therefore be worth over £125 to the Guild. Any donation should be made by cheque made payable to "The Guild of Benevolence of the Institute of Marine Engineering Science and Technology" or "Guild of Benevolence IMarEST". If you make such a donation, you will receive from the Guild a Gift Aid form to complete and return.

If you are a higher rate taxpayer the net cost to you for a £100 donation will be just under £77 (assuming a basic rate of tax of 20%.)

You can use Gift Aid to pay the annual membership subscription.

If you wish to make Gift Aid donations to the Guild, please contact the Guild Secretary.

Legacies

You may wish to include in your will a gift to the Guild either of a fixed sum or of part of your residuary estate. Such a gift is exempt from inheritance tax. It is important that the Guild is correctly named in the will as "The Guild of Benevolence of the Institute of Marine Engineering Science and Technology (registered charity no. 208727)". It is advisable to state in the will that the receipt of the Honorary Treasurer or other apparently proper Officer of the Guild shall be a full discharge to the Executors.

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