

**SCHEDULE OF AMENDMENTS
TO THE
ARTICLES OF ASSOCIATION
OF
THE INSTITUTE OF THE MOTOR INDUSTRY**

(a company limited by guarantee and not having a share capital)

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby amended in the following manner, that is to say:

Articles of Association

- a) **Article 6.1**
Delete the words “(14 + 1 co-opted)” and “and shall include the Chair of the Members Assembly and a representative of the Trades Union Congress such person to be appointed at the discretion of the Board.”
- b) **Article 6.5 (a)**
Delete the words “the Finance Director” and replace with the words “an Executive Director”
- c) **Article 6.11**
Delete the words “Executive Chair, or Chief Executive Officer in the case of a Non-Executive Chair” and replace with “Chief Executive Officer”
- d) **Article 6.12 (a)**
Delete the words “a remunerated Executive Chair or”
- e) **Article 7.1 (a)**
Delete the words “equivalent to not less than two thirds of the total number of Board Members” and replace with “of not less than 6 Non-Executive Directors”

Add the words “If the meeting does not have a quorum and the Board members present agree, they may consider proposals and make recommendations which the Non-Executive Directors not present may decide on by email. Such recommendations and subsequent decisions shall be noted in the minutes and confirmed at the next meeting.”
- f) **Article 7.1 (d)**
Delete the existing Article and replace with:
“The Non-Executive Chair shall preside over all meetings of the Board but if not present the Honorary Treasurer shall preside over such meetings. In the absence of the Non-Executive Chair and the Honorary Treasurer the Board shall choose from their number a Chair for the purposes of the meeting with the exclusion of the Executive Directors. The Board may ask the President, if present, to chair the meeting.”
- g) **Article 7.2**
Delete the words “the Finance Director” and replace with the words “an Executive Director”

- h) Articles 7.10 – 7.15**
Remove the Articles 7.10 – 7.15 relating to Sector Skills (“SS”) Committee and Awarding Organisation (“AO”) Committee
- i) Article 11.0 Classes of Members**
11.3 (d) and 11.4 (a)
Delete the word “Licentiate” and replace with the words “Young Professional”
- 11.4 a (iv)
Delete the words “Licentiate Member LIM1” and replace with the words “Young Professional YPIMI”
- 11.4 (b)
Between the words “engineering” and “qualifications” add the words “, training or assessor”
- After (ii) add
- (iii) Automotive Trainer Professional: ATP
 - (iv) Advanced Automotive Trainer Professional: AdATP
 - (v) Automotive Assessor Professional: AAP
 - (vi) Advanced Automotive Assessor Professional: AdAAP
- 11.4 (d)
Delete the section
- 11.4 (e)
Re-number 11.4 (d)
- 11.8 and 11.13
After every occurrence of “Code of Conduct” add the words “or Professional Standard”
- j) Articles 13.4, 13.5 and 13.6**
Delete the words “the Finance Director” and replace with the words “an Executive Director”