



"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 LIMi" 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)

Renumber 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"

The changes were approved unanimously.

The Chair confirmed that the first Extraordinary General Meeting would be immediately followed by the second meeting.

Signed.....

Date.....1/3/2017.....



MINUTES OF THE SECOND EXTRAORDINARY GENERAL MEETING

Present: Adrian J S Smith FIMI Chair of the IMI Group Board
Steve Nash FIMI IMI Chief Executive Officer
Simon James FIMI IMI Chief Financial Officer
Lesley Woolley FIMI IMI Chief Operating Officer
Ann Stillion LIMM Minutes
and 10 other members
8 proxy notices received: 5 for Adrian Smith, 2 for Simon James and 1 for Steve Nash

EGM/03/17 WELCOME

The Chair of the IMI welcomed everyone to the second meeting.

EGM/04/17 SPECIAL RESOLUTION TWO – AS NOTIFIED TO MEMBERS BY POST, EMAIL AND ON THE IMI WEBSITE

The Chair asked if those present had any questions on the content or meaning of the second Special Resolution, copies of which were distributed to everyone in attendance.

There being no questions, the meeting was asked to vote on the following Resolution:

That the Articles of Association of the Company be and are hereby amended as set out in the Second Schedule of Amendments.

Articles of Association

a) Article 2.1

After the definition of "The Institute" insert "'Registered Centre" means an organisation that is registered with the Institute as an approved centre and as such is authorised by the Institute to provide Institute approved training, regulated products, awards and/or qualifications"

b) Article 5.3

Delete Article 5.3

c) Article 6.9

After the words "only a Corporate Member of the Institute" insert "(including the authorised representative of a Business Member)"

d) Article 11.3

-Delete "four classes" and substitute "five classes"

-Insert after sub-clause (d) insert "(e) Business Members;"; and

- After "being a Corporate Member" insert "(other than a Registered Centre)"; and

-At the end of Article 11.3 insert "Business Members shall appoint a person to act as their authorised representative who may exercise (on behalf of the Business Member) the same powers as the Business Member could exercise if it were an individual member. The Board may make Rules in relation to the appointment and removal of such authorised representatives"

e) Article 11.8

After "every member of the Institute" insert "(excluding authorised representatives of Business Members)"



f) Article 11.10

Delete "All corporate members" and substitute "All Corporate Members, excluding Business Members,"

g) Article 11.16

After Article 11.16 insert:

"Ceasing to be a Business Member

11.17 Subject to Article 11.18, the grounds and procedure for suspension or removal of membership of a Business Member shall be set out in Rules made in accordance with Article 23.

11.18 In the case of a Business Member that is also a Registered Centre, it shall cease to be a Business Member of the Institute if it ceases to be a Registered Centre. Should there be any ambiguity or disagreement as to whether an organisation has ceased to be a Registered Centre the decision of the Board shall be final. The procedure for removal shall be set out in Rules made in accordance with Articles 23."

h) Article 13.4

Delete "one per cent" and substitute "five per cent"

i) Article 13.6

Delete "two per cent" and substitute "five per cent"

j) Article 14.2

After "personally present" insert "(each being a Corporate Member that is an individual or an authorised representative of a Business Member)"

k) Article 14.4

After "the members present" insert "(themselves or via their authorised representative if a Business Member)";
and

After "some member of the Institute" insert "or the authorised representative of a Business Member"

l) Article 14.6

At the end of Article 14.6 insert "For the purposes of this Article 14.6 references to a Corporate Member being "present in person" shall include the authorised representative of a Business Member present in person."

m) Article 15.1

Delete Article 15.1 and substitute: "Subject to Article 15.3, on a vote on a resolution at a General Meeting on a show of hands or on a poll, every Corporate Member present in person, by proxy or (being a Business Member) by authorised representative has one vote."

n) Article 15

After 15.2 insert "15.3 A Business Member that is also a Registered Centre shall have no vote on a resolution that in the opinion of the Board gives rise to a conflict of interest."

o) Article 23

After Article 23 insert:

"24. DISSOLUTION

If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Corporate Members of the Institute equally PROVIDED THAT the quorum for the approval of a special resolution to approve the winding



up or dissolution of the Institute shall require a quorum of two hundred members (or if the membership is less than two hundred in total 75% of the total membership) present in person or via their authorised representative in the case of a Business Member. If a quorum is not present the provisions of Article 14.3 shall not apply to the meeting or part of the meeting. “

Voting by a show of hands and counting of proxy notices received (1 against and 7 for)

The Resolution was approved.

EGM/05/17 ANY OTHER BUSINESS

The IMI Chief Executive Officer took the opportunity to reaffirm that the Institute would continue to represent individuals and the fact that Business Members are being introduced as a class of member will in no way dilute the efforts made for individuals working in the motor industry.

The Chair thanked the members very much for attending and formally closed the Extraordinary General Meetings

Signed.....

Date.....

1/3/2017