



## **Institution of Electrical Engineers**

### **SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that, in accordance with Bye-law 65, a Special General Meeting of the IEE will be held on Wednesday, 22 March 2006 at 5.30 pm at Savoy Place, London WC2R 0BL, UK, to consider and, if thought fit, to pass the following Resolution:

#### **RESOLUTION**

That a Working Party be established to thoroughly review the Royal Charter and Bye-laws of the Institution and recommend changes they find appropriate. The Working Party to be composed of four members of the Board of Trustees, four members of Council who are not also Trustees, and four of the Petitioners who are not members of these bodies. These members to be selected by the Trustees, Council and Petitioners respectively.

Amongst matters we wish to see addressed are the restoration of Council and Branches into the Bye-laws and the restoration of Branch representation on Council; the role of Council in relation to the Trustees, and that the Institution is governed by its professionally qualified members.

The Working Party to produce draft proposals within six months of 21st September 2005 to be put to the membership by the Trustees for debate for a period of no less than three months and that final proposals are put before an SGM to be held in September 2006.

A form of proxy is enclosed for the convenience of those members who may be unable to attend the Special General Meeting. In order that it may be valid, the proxy form, duly completed, must be deposited not less than 48 hours before the time of holding the meeting, that is to say not later than 5.30 pm on Monday, 20 March 2006. Only a Member, Fellow or Honorary Fellow may be appointed a proxy. The procedure for proxy voting is explained on the form of proxy.

By Order of the Board of Trustees  
A Roberts, Chief Executive  
6 February 2006

# THESE PAPERS ARE IMPORTANT FOR THE FUTURE OF OUR INSTITUTION

## PLEASE VOTE NOW – PLEASE VOTE FOR THE RESOLUTION

Dear Member

Last September members had the opportunity to vote for the formation of the new IET and its associated Charter and Bye-laws. The last two had not previously been disclosed to members nor been discussed by the IEE Council or Branches. However, in voting for the formation of the new Institution we had to accept the changes to the Charter and Bye-laws since they were part of the package.

Many members of the IEE have become concerned about the increasing power vested in the Trustees through the Charter and Bye-laws which can be exercised without formal consultation or review by an appropriate body such as Council. This is counter to good governance principles. Previous attempts to address this problem have been unsuccessful and the only avenue open to us was to put forward the resolution calling for a Working Party with a balanced membership of four Trustees, four Council members, and four Petitioners, chosen by those bodies respectively, to review the proposed Charter and Bye-laws and make recommendations. This is the last opportunity you may have to ensure that the regulations controlling the working of our institution include a sensible element of democracy, openness and accountability appropriate to our professional engineering membership. We therefore recommend that you vote FOR the resolution.

The Petitioners welcome the fact that the Trustees have already amended the proposed Charter and Bye-laws in two key areas as a result of our intervention and that the IEE Council has supported unanimously our call for a Working Party. The passing of this resolution will enable the Working Party to address such issues as the relationship between Council and the Trustees, the availability of Board and Committee papers and minutes to Members, the removal of Branch representatives from Council, and the absence of any minimum engineering professional experience for election as a Trustee.

Our Petition, signed by around 200 members, was delivered to the IEE on 21st September 2005. I set up a website at [www.engineering-institution.org.uk](http://www.engineering-institution.org.uk) and you will find much background information there. After submission, the President asked that action might be delayed until the IEE Council offered an opinion on what action they thought the Trustees should take, to which I agreed. Council, at its meeting on 24th November, recommended unanimously that a Working Party be established once the new IET was set up. Since then a small group of us have been in negotiation with the President and the Trustees to see if a Working Party could be set up without the necessity of an SGM, thereby avoiding the expense involved. Sadly, the outcome is that, whilst the Trustees are quite prepared to see a Working Party constituted, they are not prepared to guarantee representation of the Petitioners on it. Clearly as we initiated this process and have strong views on what needs to change this is unacceptable to us. Thus we have been unable to avoid the formality of an SGM in order that we can ask for your support to establish our Working Party.

We believe it is in the interest of all members that in setting out as a new Institution the Charter and Bye-laws are properly scrutinised by members of all views, and that is all that we ask. Due to the delay in notifying members of our Petition we expect that the time scale for the working party operations will be suitably extended. Our Petition has the support of many senior members of the IEE including a Past-President and several former Vice-Presidents. Please give them your support and vote FOR the resolution. As a former Trustee, Vice-President and Treasurer that is what I recommend.

Note that if you give the SGM Chairman freedom to decide your proxy vote he will cast it against the resolution and so it is important to specify how you wish your vote cast.

Colin Davidson CEng HonFIEE  
(Secretary to the Petitioners)

### Petitioners

C S Aitchison, A Aked, A F Anderson, R J Anderson, R C Atkinson, R J S Atkinson, A F Bainbridge, P L Bainbridge, S K Banerjee, H K Barker, R T Barrett, A Barrie, D Barsby, D W Bateman, J Bell, A J Bentley, A G Blay, G A Boal, P S Boden, A G Booth, R B Bowles, S G Brickles, P Brinklow, C G Brown, K E Brown, B D Burgess, P Burton, D Camm, L Campbell, B Casey, P R Champion, L J Chant, X Christodoulou, A Clapp, R J Clarke, A M Close, C J Coffin, D A E Coles, M L Combridge, P Cotton, A D Crespo de Nog, M J Cunningham, S J Currie, R D Cutler, J P Cutting, I F Darroch, V E David, C W Davidson, J Davidson, A C Davies, Q V Davis, B Dawkins, F Devis, P G Dias-Lalcaca, M F Diprose, J Drew, D Drury, D D Duffett, M W Dunnigan, M R B Dunsmore, D J Ellis, A H Ellson, J A Errett, R A Etheridge, A Evans, D Evans, J D Evershed, J B Firth, J E Fletcher, B E Flude, B W Flynn, C Foxell, E J B Garnham, A Gordon, D S Gordon, P Grant, J Greenwell, H D Griffiths, D H Guest, A M Hall, N Hall, W J Hall, C W Hancock, C D Hardman, J C Harris, G Harrison, M N Hart, B I Hassall, F G Helps, J Helszajn, K Henderson, G Hennell, J Hiley, N Hill, R C Hills, A J A Hinsley, J A Hock, J S Hogg, R E B Holland, F Holmes, C L Hope, P L J Horsfall, J How, A Howell, H Humphries, D Iles, M Jack, R James, M Jollie, D C King, E G Kingham, A Knox, C Langham, P Laurence, D I Laurenson, M E Leniston, R Lewington, D Lidgate, J L Lord, R Lumb, G Maclean, J J Maconochie, D E Macpherson, C N Magoche, A Mahdmina, J B Main, A G Marshall, T E Marshall, J Martin, A H Matthews, J A McIlwraith, M McKay, S McLaughlin, J B McLean, R McMurtrie, R Meek, N Meeke, J A Melkebeek, R T F Melrose, C Mendis, J Middleton, J D Middleton, M Middleton, J Midwinter, R Miller, K C Mohan Rao, E Morton, J S Mowatt, M A Mueller, B Mulgrew, D Mullinger, A Murray, J Narborough, J K Nelson, D B Nisbet, N P Nurse, P J Oakley, V Oghenekewew, K A O'Hara-Dhand, J V Oldfield, J F A Parkes, K G Parr, J Pausey, D C Perry, W G Peters, K H C Phillips, F L Pitt, R D Pollard, K A F Poon, J Porter, T Pye, A E Raeburn, W G Rattray, R W Rayner, D Reay, P M Record, J M Reid, D Renshaw, L Reynolds, E E Riches, D E Roberts, M Rodd, H Rogan, P Rose, R B Sagar, T Schofield, J A Secker, P E Secker, A J Seeds, J Selves, A C Sensicle, J Sharp, A H Shaw, E D R Shearman, R Simons, T R Skellern, R G Skelton, D A D Smith, R Staples, A D Stevens, R L Stevens, M Stewart, W Stott, D Sweetman, J M Sweetman, S Tempest, D Tester, J R Thompson, P Thrift, H Tidswell, D Tipping, J Toal, R Trim, K R Tythacott, M J Underhill, G Valentine, J L B Walker, N D C Wall, A R Wallace, D Waller, K B Watson, P Weaver, I White, B C Whitmell, J C Whittaker, D Williams, J C Williams, J W Williams, I M H Williamson, D T Wright, M Wrigley, R Yell

**Sir John Chisholm**  
MA FREng  
President



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Dear member

### **Trustees Urge Rejection Of The Resolution**

On behalf of the IEE Board of Trustees, I am writing to advise you that we do not support the Resolution. All the Trustees strongly urge members to vote against it.

Before the proposed IET Bye-laws were submitted to the Privy Council for approval, the Trustees reviewed the issues raised by the requisitioners, and consulted with the Privy Council who agreed that some changes be made to the proposed new Bye-laws. These included the insertion in the Bye-laws of a specific reference to the Council and its role.

After receiving the requisition for an SGM, the IEE Trustees consulted the IEE Council, to assist the Board of Trustees in forming a view about how they should respond to the requisition. The Council unanimously accepted the principle that the IET Charter and Bye-laws should be a matter for the IET members. Council therefore recommended that the IET Council, when established, should consider the establishment of a working party to undertake a review of the governance of the new institution and its Royal Charter and Bye-laws. The Trustees of both the IEE and IIE agreed to support this.

In addition to several telephone conversations trying to resolve the situation, I met the secretary to the petitioners, Professor Colin Davidson, and some other signatories of the requisition to discuss the proposal for an IET working party. Since that meeting, Professor Davidson advised me that the proposed Working Party of the IET Council was unacceptable to the petitioners unless they were themselves to appoint four members of it.

The Trustees of both the IEE and IIE believe that the insistence of the petitioners that they should appoint four members of the working party is counter to good governance in general and the legitimate governance of the IEE and the IET. The membership of a working party set up by the IET Council should be a matter to be decided by the IET Council. Neither the IEE Board of Trustees nor the petitioners are in a position to impose a particular membership on the IET Council. As a result, despite our best efforts to avoid the significant expense of an SGM, the Trustees have no choice under the IEE Bye-laws but to convene this SGM.

As President, I shall be chairing the meeting, and I intend to use all votes left to my discretion AGAINST the resolution. Once again, I strongly urge you to vote against the resolution.

Yours sincerely

A handwritten signature in black ink, appearing to read "John Chisholm". The signature is fluid and cursive.

Sir John Chisholm

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