Special Resolutions of the Institute of Healthcare Engineering and Estate Management to be considered during the Annual General Meeting of the Institute on the 9th October 2018.

The Board of Directors of the IHEEM Company and Trustees of the IHEEM Charity propose the following Special Resolutions to change the Articles of Association.

The majority required to pass a Special Resolution is one of not less than 75 percent of those voting.

SPECIAL RESOLUTION 1

To change terminology in the Articles of Association

From Chairman to “Chair”

From He or She to “They”

From Him or Her to “Their”

From Himself or Herself to “Themselves”

Small changes following the above changes to make the sentences grammatically correct.

Reason for Change: To make the Articles of Association gender absent.

SPECIAL RESOLUTION 2

To change Article of Association “General Meetings”, remove wording Article 31.

Existing Wording

The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened upon a requisition to the Council stating the object of the meeting signed by or on behalf of not less than twenty members who have fully paid up subscriptions, or, in default, may be convened by such requisitionists, as provided by sub-sections 368(4) to (8) inclusive of the Act

Proposed new wording

The Council may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened upon a request to the Council stating the object of the meeting signed by or on behalf of not less than twenty members who have fully paid up subscriptions.

Reason for Change: Sub sections have been repealed.

SPECIAL RESOLUTION 3

To change Article of Association “Proceedings at General Meetings”, amend wording Article 39.

Existing Wording

The President shall preside at all General Meetings or in their absence the Chairman of the Executive Committee. In the absence of the President and the Chairman of the Executive Committee the meeting shall elect a Chairman who shall be a serving member of the Council or failing this any other member.

Proposed new wording
The President shall preside at all General Meetings or in their absence the Chair of the Management and Finance Committee. In the absence of the President and the Chair of the Management and Finance Committee the meeting shall elect a Chair who shall be a serving member of the Council or failing this any other member.

**Reason for Change:** Change of Committee Name

**SPECIAL RESOLUTION 4**

To change Article of Association “The Directors”, to amend wording Article 51

**Existing Wording**

No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 70 (disqualification).

**Proposed new wording**

No one may be appointed a director if they are disqualified from actions as a director under the provisions of Article 70 (disqualification).

**Reason for Change:** To provide clarity

**SPECIAL RESOLUTION 5**

To change Article of Association “The Directors”, to insert wording Article 53

**Existing Wording**

The number of directors shall not be less than three and shall not be more than thirteen.

**Proposed new wording**

The number of directors shall not be less than three and shall not be more than sixteen.

**Reason for Change:** To enable Vice Presidents to be appointed as Directors and act on behalf of the Institute. This change ensures that Vice presidents have knowledge of the workings of the Council and Institute prior to being appointed President Elect or President.

**SPECIAL RESOLUTION 6**

To change Article of Association “The Directors”, to insert wording Article 54

**Existing Wording**

In addition to the President the governing council shall consist of twelve members one from each of the nine branches in England, the boundaries of which shall be determined by the Council in its absolute discretion, and one each from the branches of Northern Ireland, Scotland and Wales.

**Proposed new wording**

In addition to the President and the Vice Presidents the governing council shall consist of twelve members one from each of the nine branches in England, the boundaries of which shall be determined by the Council in its absolute discretion, and one each from the branches of Northern Ireland, Scotland and Wales.

**Reason for Change:** To enable Vice Presidents to be appointed as Directors and act on behalf of the Institute. This change ensures that Vice presidents have knowledge of the workings of the Council and Institute prior to being appointed President Elect or President.