

RIPH Amended Charter

This is a précis of the relevant proposed changes to the Charter. The Institute hopes it will help you understand how the changes you are being asked to approve at the AGM relate to the current Charter.

<u>Item No</u>	<u>Description of Change</u>
1	The proposed changes constitute amendments to the current Charter, and do not represent a replacement of it.
2	The Objects of the Institute have not been changed.
3	In the section 3.2, which relates to the Powers of the Institute within its objects, Articles 3.2 (e) – (h) have been simplified and modernised without changing their meaning.
4	Article 3.2 (m) provides that the Institute may purchase Indemnity Insurance to cover members of the Council, and it also defines what is/what is not covered.
5	Article 4(a) has been amended and modernised to allow the Institute to invest in certain classes of investments, which include joint ventures and to establish charitable foundations.
6	Article 6 limits the role of the President to being ex-officio of the Council only.
7	Article 8: this removes the specific requirements for 8 Vice Presidents and leaves the number open, to be resolved at an AGM or Special Meeting.
8	Article 10 describes who the officers of the Institute are, and that they are approved at the AGM. There is further reference to the appointment, election and dismissal of officers in section XV of the Bye-laws.
9	Article 17 has been renumbered 16, and this Article describes some of Council's powers. The important changes here are to 16(g), which relates to employee remuneration and the right to suspend staff (including the Chief Executive Officer).
10	Article 17 (formerly 18) includes important changes in the governance arrangements, and describes what they are. You should note that <i>inter alia</i> : 1. Council is empowered to propose, but members must

	<p>approve changes to the Bye-laws at an AGM or Special Meeting.</p> <p>2. Council alone has the power to make or amend Regulations without reference to the members.</p> <p>Please note: Changes to the Charter and Bye-laws are voted on by members at an AGM or Special Meeting; they then go to the Privy Council for approval Changes to the Regulations* are made by and approved by Council only</p>
11	Article 18 effectively reinforces the above points.
12	Article 19 allows Council to establish committees and/or subcommittees and provides for delegation of powers.
13	Article 20 gives the power to the Nominations Committee to appoint and/or dismiss the Chief Executive Officer.
14	Article 21 removes any role for the Executive Committee, [which has been dissolved by Council anyway]. It explains and provides for in some detail how the income may be spent, and who is eligible to receive payments.
15	Article 22 gives custody of the Supplemental Charter to the Chief Executive Officer.
16	Article 24 empowers Council to invest in accordance with an investment policy and in accordance with relevant legislation.
17	Article 26 provides for changes to the Supplemental Charter to be made by Resolution at an AGM or Special Meeting and passed by a 2/3rds majority and the restriction preventing changes to the objects of the Charter has been removed.

* Regulations are those matters that assist in the running and organising of the Institute, and are made at the discretion of Council. They cannot contain any directions that are incompatible with the Bye-laws or the Charter itself, both of which are documents having a higher order of governance of the Institute.

RIPH
August 2006