**NOTICE IS HEREBY GIVEN**

That the one hundred and third Annual General Meeting of members of The Institute of the Motor Industry (the Institute) will be held in person at Fanshaws, Brickendon, Hertford SG13 8PQ, and electronically in accordance with the information provided from page 2 on Wednesday 2nd July 2025 at 10:00am for the purposes following.

**AGENDA**

1. Apologies for absence
2. Minutes of the Annual General Meeting of 25th October 2023
3. Installation of President – until 29th October 2025
4. Installation of Vice Presidents – until 29th October 2025
5. Installation of interim Honorary Treasurer
6. Declaration of Directors
7. Receive and consider Revenue Account and Balance Sheet of the Institute for the year ended 31 March 2024 and the Auditor’s Report
8. Receive and consider Annual Report for the year ended 31 March 2024
9. Ordinary Resolution – reappointment of the Auditors and the fixing of their remuneration
10. Any other business

**RESOLUTION**

**Resolution: Reappointment of the Auditors and the fixing of their remuneration**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

* **RESOLVED THAT** Azets, Chartered Accountants, (company number 09652677) be reappointed as Statutory Auditors of the Institute to hold office to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the Board of Directors.

By Order of the Board

Sarah Sillars, OBE HonFIMI, Director and Interim Chief Executive Officer

Registered office address: Fanshaws, Brickendon, Hertford, SG13 8PQ

Registered company number: 00225180

29th May 2025

**NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING**

**Date of Annual General Meeting**

1. It is the Institute’s usual practice to hold the Annual General Meeting in October each year. Due to technical reasons, it was necessary to postpone the meeting which would have taken place in October 2024. The Meeting was rescheduled for January 2025, but this also had to be postponed for technical reasons, including issues experienced with accessing the proxy form. The circumstances were explained to members in October 2024 and January 2025 respectively. Due to changes of senior personnel at the Institute, it has been necessary to delay the Meeting until July 2025. The next AGM will revert to usual timing and will be held on 29 October 2025.

**Procedures for Attendance and Voting at the Meeting**

1. **Registration:** Members intending to attend in-person or to electronically participate the Meeting must register their intent to do so in advance by 25th June 2025 by notifying Sarah Sillars, OBE HonFIMI, Interim Chief Executive Officer, c/o Antonella Dimaria in writing at ceooffice@theimi.org.uk stating whether attendance will be in-person or electronically.

Members participating in the Meeting electronically will be by way of video conferencing (to ensure that members can see and hear each other) accessed via Microsoft Teams and will receive a link to the Meeting upon registration as set out above.

1. **Proof of Membership:** Individual members must provide valid proof of membership at the time of registration and on the day of the Meeting. Acceptable forms of identification include a valid membership card, membership number, or any other official correspondence confirming active membership status. If you need help in finding your membership number please contact Antonella Dimaria, in writing at ceooffice@theimi.org.uk and provide your full name, date of birth, home address and e-mail address used for your membership.
2. **Voting Entitlement:** Only members who hold the grade of Associate, Member or Fellow (including Honorary Fellows), and who hold an active membership, or are an authorised representative of a Business Member, shall be eligible to vote. Each eligible member shall have one vote, which may be cast in person by a show of hands or by proxy. Members participating in the meeting electronically must submit their vote by proxy using the procedures set out in these notes.
3. **Business Members:** A corporation or organisation which is a member can appoint an authorised representative who may exercise on its behalf all its powers as a member. Representatives intending to attend in-person or electronically participate the Meeting must register their attendance in advance by 25th June 2025, by notifying Sarah Sillars, OBE HonFIMI, Interim Chief Executive Officer, c/o Antonella Dimaria in writing at ceooffice@theimi.org.uk stating the name of the Centre, the full-name of the representative and whether attendance will be in-person or electronically.

Electronic participation in the Meeting will be by way of video conferencing (to ensure that members can see and hear each other) accessed via Microsoft Teams and a link to the Meeting will be sent upon registration as set out above.

**Appointment of Proxies**

1. If you are a member you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with the Notice of the Meeting. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy does not need to be a member of the Institute but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
4. You can:
* Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (see note 10).
* Register your appointment electronically (see note 11).

**Appointment of proxy by post**

1. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

• completed and signed;

* sent or delivered to the Institute at Fanshaws, Brickendon, Hertford, SG13 8PQ; and
* received by the Institute no later than 10.00am on Monday 30 June 2025.

In the case of a Business Member, the proxy form must be signed on its behalf by an authorised representative for the corporation or organisation which is the member.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such

power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Sarah Sillars, OBE HonFIMI, Interim Chief Executive Officer, c/o Antonella Dimaria, IMI, Fanshaws, Brickendon, Hertford SG13 8PQ, or email ceooffice@theimi.org.uk.

**Appointment of proxies electronically**

1. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by using the proxy form included in this notice on page 6, by visiting our website and downloading the form by visiting: <https://tide.theimi.org.uk/about-imi/governance/annual-general-meeting> and sending it to Sarah Sillars, OBE HonFIMI, Interim Chief Executive Officer, c/o Antonella Dimaria at ceooffice@theimi.org.uk.

For an electronic proxy appointment to be valid, your appointment must be received by the Institute no later than 10.00am on Monday 30 June 2025.

**Changing proxy instructions**

1. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Institute at Fanshaws, Brickendon, Hertford, SG13 8PQ or at ceooffice@theimi.org.uk.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**Termination of proxy appointments**

1. In order to revoke a proxy instruction, you will need to inform the Institute in writing by either:
* Sending to the Institute a signed hard copy notice clearly stating your intention to revoke your proxy appointment. In the case of a Business Member, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the corporation or organisation which is the member. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Or

* Sending an email to ceooffice@theimi.org.uk and providing proof of membership as set out in point 3.

In either case, the revocation notice must be received by the Institute prior to 10:00am on Wednesday 2nd July 2025.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

**Annual Report and Accounts**

1. As members are aware, the Annual Report and Accounts have been available on the Institute’s website [here](https://tide.theimi.org.uk/sites/default/files/2024-10/IMI%20-%20Annual%20Report%202024_v3.pdf) since September 2024 and remain available. Anyone requiring a hard copy should contact ceooffice@theimi.org.uk or at the address above.

**Communication**

1. Except as provided above, members who have general queries about the Meeting should contact Sarah Sillars, OBE HonFIMI, Interim Chief Executive Officer, c/o Antonella Dimaria at IMI, Fanshaws, Brickendon, Hertford, SG13 8PQ or email ceooffice@theimi.org.uk (no other methods of communication will be accepted).

You may not use any electronic address provided either:

* in this notice of the Meeting; or
* any related documents (including the proxy form),

to communicate with the Institute for any purposes other than those expressly stated.

**Company Number: 00225180**

**INSTITUTE OF THE MOTOR INDUSTRY (THE) (“the Institute”)**

**FORM OF PROXY**

For use by members only.

I: ………………………………………………………………………………………….

Of ………………………………………………………………………………………….

 ………………………………………………………………………………………….

being a member of the Institute, hereby appoint

……………………………………………………………

to act as my proxy and, on a poll, to vote for me and on my behalf at the Annual General Meeting of the

Institute to be held on Wednesday 2nd July 2025 at 10:00am and at any adjournment thereof.

I direct my proxy to vote as follows:

**INDICATE WITH AN “X” IN THE BOXES BELOW:**

|  |  |  |  |
| --- | --- | --- | --- |
| **Resolution No.** | **Description** | **FOR** | **AGAINST** |
| **1** | **THAT**, Azets be re-appointed as Statutory Auditors of the Institute to hold office to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the Board of Directors. |[ ] [ ]

Signature:

…………………………………………………….

Dated:

…………………………………………………….