

INSTITUTE OF DIRECTORS REGULATIONS

(Adopted 11 February 2004 and altered by Special resolution passed 28 July 2004)
(made under authority contained in By-law E.3 and other By-laws)

Section	Heading
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SECTION A – DEFINITIONS AND INTERPRETATION

A.1 Interpretation

PReg

(1) (a) Words and expressions used in these Regulations shall bear the same meanings as are respectively assigned to them in the By-Laws.

(b) In these Regulations the following definitions (in addition to those referred to in paragraph (a) above) shall apply unless the contrary intention appears:

“**Affiliate**” means an organisation based outside the United Kingdom which is a party to an affiliation agreement with the Institute made under these Regulations;

“**Area**” means such geographic area as is for the time being recognised by the Board as an Area of the Institute;

“**Branch**” means any section of the membership established by the Board on a geographical basis under whatever name or title and includes Centre, Region, Division or Area;

“**Branch Handbook**” or “**Regional Handbook**” means a collection of SGNs approved by the Board for the governance of a Branch or Region respectively;

“**business day**” means a day which is not a Saturday or Sunday or a Public holiday throughout the United Kingdom;

“**Chairman**” means the Chairman of the Board;

“**Director**” has the meaning given to it in Regulation B.1;

“**Division**” means such geographic area as is for the time being recognised by the Board as a Division and, at 1st January 2004, the Divisions were Scotland, Wales and Northern Ireland;

“**Nomination Committee**” means a committee appointed by the Council whose function includes the recommendation to the Council of certain candidates for membership of the Council and for the Board as well as other positions;

“**Overseas Branch**” means a Branch of the Institute outside the United Kingdom;

“**Overseas Branch Committee**” means a committee or similar collection of individuals as the Board recognises as responsible for the administration of an Overseas Branch;

“**Region**” means a geographic area recognised by the Board as a Region or Division of the Institute;

“**SGN**” means a standard guidance note or similar order issued by the Board and, in relation to an SGN, “**issue**” includes make, amend and repeal, whether in whole or in part. An SGN may include binding rules as well as guidelines.

- (c) Words including one gender shall include any other gender, words importing the singular shall include the plural and vice versa and words importing persons shall include bodies corporate and unincorporated associations, unless the contrary intention appears.
- (d) Any reference to writing includes a reference to any method of reproducing words, including reproduction by electronic means, in a visible and durable form.
- (e) Any reference to a signature or to something being signed or executed shall be deemed to include a signature printed or reproduced by mechanical, electronic or other means or any stamp or other distinctive marking made by or with the authority of the person required to sign or execute the document to indicate it is approved by such person.
- (f) Where a Regulation provides for a resolution to be passed or other matter to be decided by a majority in excess of a simple majority or by a fraction and the number representing such majority or fraction does not represent a whole number, the number shall be rounded down to the nearest whole number.
- (g) Any reference to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force.

- (h) Any reference to a show of hands includes such other method of casting votes by Institute members present at the relevant meeting as the Board may from time to time approve.
- (2) The initials “PReg”, “CAReg” and “BdReg” at the beginning of a Regulation or part of a Regulation indicate a Protected Regulation, a Council Approved Regulation or a Board Regulation respectively. Otherwise, headings to these Regulations are inserted for convenience only and shall not affect construction.

SECTION B – INSTITUTE MEMBERSHIP, ADMISSION, RIGHTS AND PRIVILEGES, SUBSCRIPTIONS AND FEES, AND TERMINATION AND DISCIPLINE

B.1 Qualification as a Member

- (1) **CAReg:** To qualify for admission as Member, an individual must:
- (a) be a “Director” of an “Entity” which is a solvent going concern of “substance” (as defined below); and
 - (b) either
 - have been a Director for a minimum of 3 years and have been in business for a minimum of 7 years, or
 - have been a Director for a minimum of one year, have been in business for a minimum of 5 years and have attended the Institute’s course “the Role of Company Director and the Board” or such other course as the Board of the Institute may from time to time determine.
- (2) **BdReg:** For the purposes of the Regulations and By-Law Section I:
- **“Director”** means a member of the body that is responsible for the strategic business direction of an Entity and the implementation of its corporate governance and which makes the decisions that determine its success and integrity and the expression may include:
 - a divisional director where the division is equivalent to an entity of substance;
 - a leader of an Entity not conducted for commercial purposes;
 - **“business”** includes the activities of an Entity even though those activities are not conducted for commercial purposes;
 - **“Entity”** means an incorporated company, business unit or association, professional or other partnership, non-departmental public body, not-for-profit organisation, charity, trust, local or national government, armed forces organisation, academic or training organisation or similar body whose activities and strategies require direction;

- “**substance**” means a minimum annual turnover or budget of £250,000 or such higher figure as the Board may from time to time determine.

B.2 Fellows

CA Reg

An Institute member may become a Fellow if:

- (a) he is invited by the Board to become a Fellow;
- (b) he has been an Institute member for at least one year, but this may be waived in the case of very senior invitees;
- (c) he is (or, at any time in the five years immediately before his invitation, was) a Director of an Entity whose annual turnover or budget exceeds £5 million or such higher sum as the Board determines; and
- (d) either:
 - he has been a Director for a minimum of ten years and has been in business for a minimum of 15 years; or
 - he has been a Director for a minimum of five years and has been in business for a minimum of ten years and has attended the Institute’s course “the Role of Company Director and the Board” or such other course as the Board may from time to time determine.

B.3 Associates

CA Reg

- (1) To qualify for admission as an Associate, an individual must:
 - (a) be a Director (regardless of the length of time he has been a Director) of an Entity which has active operations even though it may not meet the conditions regarding the annual turnover or budget of the Entity described in Regulation B.1(2); or
 - (b) be a proprietor of an enterprise which has active operations even though it may not meet the conditions regarding annual turnover or budget described above; or
 - (c) be a partner in a professional practice or a senior executive or officer of another Entity and (while not being a member of the body that is responsible for the strategic direction of that Entity and the implementation of its corporate governance) reports directly to a member of that body and the individual satisfies the Board (or an individual nominated by the Board for that purpose) that he is interested in the promotion of the best interests of Directors.
- (2) An individual may apply to become an Associate even if he is (or may be) also qualified to become a Member.

B.4 Differentiation for Overseas Members

CA Reg

- (1) The Board may differentiate between the fees and subscriptions payable by, and benefits available to, Overseas Members and those payable by or available to other Institute members.
- (2) The Institute Secretary or other person nominated by the Director General may require an Overseas Member to pay the fees and subscriptions payable by a Member if, in any consecutive period of twelve months, he spends more than six months in the United Kingdom or other member state of the European Union.

B.5 Designatory Letters for Fellows and Members

CAReg

A Fellow or Member shall be entitled to describe himself according to the category of Institute membership to which he belongs and to use the following initials:

- (a) Members may use the initials “MIoD”;
- (b) Fellows may use the initials “FIoD”;
- (c) Honorary Members may use the initials “Hon MIoD”;
- (d) Honorary Fellows may use the initials “Hon FIoD”;
- (e) until 31 December 2005, Members and Fellows may continue to use the initials “M.Inst.D” and “F.Inst.D” respectively and Honorary Members and Honorary Fellows may use the initials “Hon.M.Inst.D” and “Hon.F.Inst.D” respectively.

B.6 Rights and Privileges – Other

CAReg

- (1) The Board may determine from time to time what benefits, services and products are to be made available to Institute members. Without prejudice to the power of the Board to delegate any of its powers and discretions, the Board may delegate this power to officers and employees of the Institute.
- (2) Nothing in this Regulation shall require all benefits, services and products to be made available to all Institute members or to preclude differentiation being made between Institute members on any basis (subject to due compliance with the law).

B.7 Application procedures for Institute membership

CA Reg

- (1) The Board shall have power (at its absolute discretion and without giving any reasons) to accept, decline to accept or postpone any decision on an application for admission for Institute membership or a change of category of Institute membership, notwithstanding that the applicant may have fulfilled all the conditions

for the relevant category of Institute membership. Any such power may be delegated in whole or in part, whether to the Director General, the Institute Secretary or other employee of the Institute.

- (2) An applicant for admission as an Institute member may be required to produce satisfactory evidence that he is duly qualified to become an Institute member of the category referred to in his application.
- (3) Every application for Institute membership must be made on the appropriate form, which may be submitted by post, facsimile, email or other method acceptable to the Institute. The application form must be signed by the applicant (except in the case of an application by electronic means, if and to the extent that such applications are permitted), confirming that the information is correct and that the undertakings will be honoured. In the case of applications by electronic means, submission of the completed form together with the undertakings, may be treated as though the sender had signed the form.
- (4) An application must be accompanied by payment of an appropriate admission fee (if any) together with the first year's annual subscription, both of which will be refundable if Institute membership is declined or not decided on within the next 6 months.
- (5) An applicant may be required to supply the names of one or more Institute members prepared to support his application and to attend for interview by an officer or employee of the Institute. Such officer or employee may request any such Institute member to supply information concerning the applicant's character and suitability for admission as an Institute member.
- (6) Each application form must contain an undertaking/ declaration in the following form or in such other form as the Board (or the person nominated by the Board for such purpose) may specify or accept:

“I hereby apply for membership of the Institute of Directors and agree to be bound by its Constitution and all rules and regulations made under it. I confirm that:

- I do not have any unspent criminal convictions (other than for traffic offences);
- I am not an undischarged bankrupt; and
- I am not disqualified (by court order or voluntary undertaking) from being a director of any company.

I undertake:

- to conduct myself, both publicly and privately, in a professional manner and so as to uphold the Institute's reputation and standing and not to cause embarrassment or distress to other members of the Institute or its staff;
- not to represent publicly the views of the Institute or to claim its support, without the consent of the Board (or of an officer or employee of the Institute nominated by the Board for such purpose).”

B.8 Honorary Fellows and Members

CAReg

- (1) The Board shall, at its absolute discretion, determine who shall be admitted as an Honorary Member or as an Honorary Fellow and may delegate that power to the Chairman of the Membership Committee and the Secretary (acting jointly).
- (2) There shall be in total no more than 100 Honorary Members and Honorary Fellows at any one time, excluding any person who is a former Director General of the Institute or who was a former member of the Board.

B.9 Annual Subscriptions and Admission Fees

PReg

- (1) Save as otherwise provided in these Regulations, every Institute member (other than an Honorary Member or an Honorary Fellow) shall pay an annual subscription in respect of every year of his Institute membership and an admission fee on his application to be admitted as an Institute member.
- (2) Annual subscriptions shall be payable in advance. The first annual subscription payable by a new Institute member shall be due when the application for admission to Institute membership is made. Each subsequent annual subscription shall become due and payable on the anniversary of the date on which the previous annual subscription became due and payable or (in the case of a person becoming a Institute member on or after 1st January 2003) on the first business day of the month in which the anniversary of admission to Institute membership falls (where the anniversary falls on one of the first fifteen days of the month) or the first business day of the month following that in which the anniversary falls (where the anniversary falls on a day after the fifteenth day of a month), or on such other date or dates as may from time to time be decided by the Board.
- (3) If an application for Institute membership is refused, the Institute shall without delay refund to the unsuccessful applicant the first annual subscription and any admission fee paid in respect of that applicant.
- (4) The annual subscription and the admission fee payable by each category of Institute member (and the discounts available to Institute members over selected ages and to Overseas Members) shall be such amounts as the Board shall determine each year, except that the approval of the Institute in General Meeting shall be required for any increase in the annual subscription which exceeds six per cent or, if higher, two per cent above the increase in the Retail Prices Index published by the UK Government or, if no such index is published, its nearest successor (as determined by the Board) .
- (5) The Director General may, in his absolute discretion but subject to any limits imposed by the Board, reduce or waive any subscription and/or fee payable by any Institute member specified by the Director General or by any Institute member satisfying any condition specified by the Director General. Such reduction or waiver may be made whether or not the subscription or fee has become due and payable. The Director General may delegate such discretion to reduce or waive subscriptions

or fees to the Secretary and any other employee of the Institute who shall act jointly. In exercising such discretion, regard may be had to any relevant factor. The Director General may, in accordance with policies approved by the Board, authorise:

- the reduction of any subscription or fee on the grounds of bulk membership for Institute members who are Directors of the same entity or related entities and
 - the grant of discounts for payment in advance of subscriptions for two years or more.
- (6) Any Institute member shall be entitled at any time to pay to the Institute an amount equal to such multiple (as the Board shall from time to time determine) of the annual subscription then payable in respect of his category of Institute membership and thereafter shall be exempt from the obligation to pay any further annual subscription so long as he remains a Institute member of that category.
- (7) The Board may accept, on behalf of the Institute, any donation made to the funds of or for the benefit of the Institute unless such donation is of a political nature or the Board considers that it is designed to be for a purpose which the Board considers to be inappropriate, having regard to the Institute's objectives, or the Board considers that it might prejudice the Institute's standing, reputation or integrity. The Board shall be entitled, in its absolute discretion, to reject any donation and shall not be obliged to give any reason for such rejection.

B.10 Termination of Institute membership PReg

- (1) An Institute member shall cease to be an Institute member upon the happening of any of the following events:
- (a) if he resigns by written notice to the Institute (such notice to have effect on the date of receipt by the Institute or such later date as it specifies);
 - (b) if he fails for such period as the Board may in its absolute discretion determine (either generally or in any specific case or cases) to pay any annual subscription or other fees or amounts due and payable from him to the Institute;
 - (c) if he becomes prohibited by law from being a Director or he gives an undertaking not to act as a Director (and, for this purpose, no account shall be taken of the fact that he may be permitted to act as a Director of one or more identified companies);
 - (d) if he becomes bankrupt or makes any arrangement or composition with his creditors;
 - (e) if he is convicted of any crime involving dishonesty or physical violence and/or threats against persons or wilful damage to property or of any crime which the Board, in its absolute discretion, resolves to be sufficiently serious to justify the termination of his Institute membership;
 - (f) if he is removed from Institute membership pursuant to the Regulations.

Without prejudice to the preceding sub-paragraphs, an Institute member shall not cease to be an Institute member merely by virtue of the fact that he has ceased to hold office as a Director of an Entity.

- (2) A person who ceases to be an Institute member as a result of these Regulations shall remain liable to the Institute for all subscriptions, fees and other sums which may be due from him at the date of the cessation of his Institute membership and shall not be entitled to any refund of any sum, including any payment in respect of any future year of Institute membership.
- (3) A person who has ceased to be an Institute member under sub-paragraphs (a) or (b) of Regulation B.10(1) may, if he so requests in writing, be re-instated as an Institute member if (subject to guidelines, if any, set by the Board) the Director General so decides in his absolute discretion, and upon such terms and conditions as may be specified by the Director General. The Director General may delegate his powers under this Regulation to the Secretary on such terms and conditions as he may determine.

B.11 Disciplinary Procedures

CAReg

- (1) Where there is evidence that an Institute member may have breached any of the Laws of the Institute, the matter may be investigated by an investigator, being an employee of the Institute (or some other person) appointed by the Board for the purpose or, failing appointment by the Board, appointed by the Director General or, failing him, the Institute Secretary. The appointment may be in relation to a specific investigation or may be general for all investigations or all investigations of a particular type or description. Every Institute member shall (if requested by the investigator) give the investigator such evidence (whether oral, documentary or otherwise) as may reasonably be within his powers to give. The investigator shall, at the conclusion of his investigation, give a written report describing his findings to the Director General and the Institute Secretary.
- (2) If, having considered such report, the Director General or (if he is unwilling or unable to consider the report) the Institute Secretary shall decide that disciplinary proceedings should be brought against the Institute member, a notice (“Notice of Disciplinary Proceedings”) shall be sent to the Institute member specifying:
 - (a) details of the alleged breaches of the Laws of the Institute committed by him (including, so far as practical, the date and, if relevant, place);
 - (b) the sanction which is proposed to be imposed;
 - (c) the name and address of the person to whom the Institute member shall send notice (“Objection Notice”) of his wish (if any) to dispute the allegations or challenge the proposed sanction;

- (d) the date by which such Objection Notice must be served on the person specified in subparagraph (c) above, being a date not less than 21 days after the date of service of the Notice of Disciplinary Proceedings;
 - (e) the rights of the Institute member to be heard before a Disciplinary Committee, to be represented by an Institute member before that Disciplinary Committee and to call and cross-examine witnesses.
- (3) The failure of the Institute member to serve an Objection Notice on or before the specified date may (at the option of the Institute) be regarded as an acknowledgement by the Institute member that he has committed the alleged breach. In that event, the Director General or (failing him) the Institute Secretary shall determine whether or not to impose the proposed sanction (or any lesser sanction) and shall notify the Institute member accordingly in writing.
- (4) If the Institute member serves an Objection Notice on or before the specified date, the Board will appoint a Disciplinary Committee and a Disciplinary Appeals Committee, if and to the extent that no such Committee then exists. Each Committee shall consist of between three and five members, of whom a majority shall be members of the Board, and shall include neither the Director General nor the Institute Secretary. No person shall be a member of both committees. If reasonably practicable, the chairman of the Disciplinary Committee shall be a Non-executive and the chairman of the Disciplinary Appeals Committee shall be the Chairman of the Board or such other person as the Chairman may nominate with the approval of the Board.
- (5) Within 21 days of receipt of the Objection Notice, the Secretary shall give the Institute member not less than seven days' notice in writing of the time, date and place at which the Disciplinary Committee shall meet to consider the matter and shall invite the Institute member to make representations to that meeting either in writing (which representations must be received by the Institute at least 24 hours in advance of the meeting) and/or personally at the meeting. An Institute member may bring another Institute member to the meeting to represent him (and in that capacity to act as his adviser and/or advocate). At that meeting the Institute member and his representative may call and cross-examine witnesses.
- (6) The quorum for a meeting shall be two members of the Committee and decisions shall be by a majority of the members. The chairman of the Committee shall act as the chairman of the meeting but, if he is not present or willing to be chairman, the members of the Committee present shall elect one of their number to act as chairman of the meeting. The chairman of the meeting shall determine the procedure to be followed by the meeting and may, at his discretion, adjourn the meeting to such time, date and place as he shall decide. The ruling of the Committee shall be given at the meeting or by notice to the Institute member within 14 days after the end of the meeting.
- (7) The Disciplinary Committee shall:
- (a) determine whether or not the alleged breach of the Laws of the Institute has been proven; and
 - (b) if so, determine what sanction shall be imposed; and

(c) if any sanction is imposed, determine whether the Institute member shall be required to make any payment to the Institute or to any other Institute member to re-imburse them for any costs incurred as a result of the investigation and disciplinary proceedings.

- (8) The sanctions which a Disciplinary Committee may impose are:
- (a) Admonition of the Institute member;
 - (b) Suspension for any period of the Institute member's membership of the Institute;
 - (c) Suspension for any period or permanent withdrawal of all or any of the Institute member's rights and privileges (including, but not limited to, his right to use any initials associated with his membership or to hold himself out as an Institute member of any class);
 - (d) Termination of the Institute member's membership of the Institute.

The Disciplinary Committee shall determine the date from which any sanction shall have effect and, in the event of no date being specified by the Disciplinary Committee, the sanction shall have effect from the date when it is notified to the Institute member on whom it is imposed.

- (9) An Institute member may appeal against the ruling of the Disciplinary Committee by notice in writing to the Secretary served within 14 days of the date on which the ruling was given. Following such appeal, the provisions of paragraphs (4), (5) and (6) above shall apply to the Disciplinary Appeals Committee as they apply to the Disciplinary Committee, as if the notice of appeal was an Objection Notice. The Disciplinary Appeals Committee shall make one of the following rulings:
- (a) that the proceedings of the Disciplinary Committee were conducted fairly and the sanction imposed was reasonable and that the ruling of the Disciplinary Committee be upheld; or
 - (b) that the ruling of the Disciplinary Committee be quashed; or
 - (c) that the ruling of the Disciplinary Committee be upheld but the sanction imposed be reduced or varied (but not so as to be more onerous on the Institute member).

The decision of the Disciplinary Appeals Committee shall be final.

- (10) For the avoidance of doubt, the following shall constitute a breach of the Laws of the Institute:
- (a) the failure to return any property of the Institute (including, but not limited to, library books) within the period specified for their return or, if no period is specified, within a reasonable period or on request by an officer or employee of the Institute;
 - (b) behaviour by an Institute member which is inconsistent with being a member of a professional institute.

B.12 Exclusion from Premises

CAReg

- (1) An Institute member may be excluded, temporarily or indefinitely, from any premises of the Institute in the interests of security, safety or propriety. Where the exclusion is for a period of more than 72 hours, notice of such exclusion must be served in writing on the Institute member within 72 hours of such exclusion having effect or as soon as practical thereafter. No Institute member may be excluded for more than 21 days unless a Notice of Disciplinary Proceedings has been served on him.
- (2) The exclusion of an Institute member may be ordered:
 - by any IoD Premises Manager or Front of House staff where the period of exclusion does not exceed 48 hours;
 - by the Director-General or the Institute Secretary or the Board whatever the period of exclusion may be.

SECTION C – GENERAL MEETINGS

C.1. Requisition of Special General Meeting

PReg

- (1) Institute members may require the Board to convene a Special General Meeting if they serve on the Board a requisition which satisfies Regulation C.1(5) below. If, within eight weeks of the requisition being deposited at the Office of the Institute, the Board does not convene such a Special General Meeting for a date not more than 40 days after the date of the notice convening the meeting, the requisitionists may themselves convene such a Special General Meeting but any Special General Meeting so convened by such requisitionists must be held within four months from the date of the deposit of the requisition.
- (2) Any Special General Meeting convened under this Regulation by the requisitionists must be convened as nearly as possible in the manner in which General Meetings are to be convened by the Board; and, for the purpose of dispatching the notice of meeting and related documents only, access shall be granted to the names and addresses of Institute members and the Board may impose such requirements as it may reasonably decide with a view to preserving the confidentiality of the names and addresses of the Institute members and of complying with Data Protection and any other applicable laws.
- (3) No business shall be transacted at any Special General Meeting convened under this Regulation other than business which the Chairman of the Meeting, in his sole discretion, considers fairly falls within the scope of the proposed business of such Special General Meeting as set out in the requisition.
- (4) If the resolution proposed by the requisitionists is passed at the Special General Meeting, the amount deposited in accordance with Regulation C.1(5) shall be refunded to the Institute member or members by whom such deposit was made.

- (5) A requisition under Regulation C.1(1):
- (a) must be made by not less than seventy-five Institute members;
 - (b) must state the objects of the proposed Special General Meeting (including the text of any proposed resolution), must be in writing signed by the requisitionists and be deposited at the Office of the Institute;
 - (c) may consist of several documents in like form, each signed by one or more of the requisitionists;
 - (d) shall not be effective unless and until the requisitionists have deposited with the Institute such sum as the Board may reasonably require to cover the costs and expenses incidental to the convening and holding of such a Special General Meeting; and
 - (e) shall be valid only if the Board (acting reasonably) is satisfied that the requisitionists are not acting in a defamatory manner or for vexatious or frivolous purposes.

C.2. Requisition for Resolution at AGM
PReg

Institute members may propose a resolution at the Annual General Meeting if:

- (a) not less than eight weeks before the date of the Annual General Meeting, seventy-five or more Institute members entitled to vote at the meeting have given written notice to the Institute of their desire that the proposed resolution be brought before the Annual General Meeting and have signed a document (or several documents in like form, each signed by one or more of the requisitionists) containing the proposed resolution in question and deposited it or them at the Office of the Institute; and
- (b) the proposed resolution relates to matters affecting the Institute; and
- (c) the Board (acting reasonably) is satisfied that the proposed resolution is not defamatory or proposed for vexatious or frivolous purposes.

C.3 Quorum
PReg

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) Ten Institute members present in person and entitled to vote shall be a quorum.
- (3) If within fifteen minutes of the time fixed for holding a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Institute members, shall be dissolved. In any other case, it shall stand adjourned to such date, time

and place as the chairman of that meeting decides.

- (4) At any meeting adjourned under paragraph (3) above, the Institute members present and entitled to vote, whatever their number, shall constitute a quorum.

C.4 Chairman of General Meetings

CAReg

- (1) The Chairman of the Board or, failing him or at his request, the President of the Institute shall take the chair at General Meetings, but if neither is willing or, after fifteen minutes from the time appointed for the meeting, neither is present, a member of the Board chosen by the members of the Board present, or, failing any such member of the Board, any member of the Council chosen by the members present, shall be the chairman of the Meeting.
- (2) The chairman of any General Meeting shall, in his sole discretion, decide the order in which the business of that meeting is to be transacted.

C.5. Adjournment

PReg

- (1) With the consent of any General Meeting at which a quorum is present the chairman of the meeting may (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (2) Nothing in this Regulation shall limit any other power vested in the chairman of the meeting to adjourn the meeting.
- (3) Unless a General Meeting is adjourned for 30 days or more, it shall not be necessary to give Institute members notice of such adjournment. No business shall be transacted at an adjourned meeting other than business left unfinished at the General Meeting from which the adjournment took place.

C.6. Meeting at more than one place

PReg

- (1) A General Meeting may be held at more than one place if:
 - (a) the notice convening the meeting specifies that it shall be held at more than one place; or
 - (b) the Board resolves, after the notice convening the meeting has been given, that the meeting shall be held at more than one place; or
 - (c) it appears to the chairman of the meeting that the place of the meeting specified in the notice convening the meeting is inadequate to accommodate all persons entitled and wishing to attend.
- (2) A General Meeting held at more than one place is duly constituted and its

proceedings are valid if (in addition to the other provisions of these Regulations relating to General Meetings) the chairman of the meeting is satisfied that there are adequate facilities to enable each person present at each place to:

- (a) participate in the business for which the meeting has been convened;
 - (b) hear and see all persons present who speak, whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise (whether in use when this Regulation is adopted or developed subsequently); and
 - (c) have access to all documents which are required by the Laws of the Institute to be made available at the meeting.
- (3) Each Institute member present at each place in person and entitled to vote shall be counted in the quorum for the meeting. The meeting is deemed to take place at the place at which the chairman of the meeting is present.

C.7 Voting and Polls

PReg

- (1) At every General Meeting, a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman of the Meeting; or
 - (b) by at least ten Institute members present in person or by proxy and entitled to vote.
- (2) If there is an equality of votes at any General Meeting, either on a show of hands or on a poll, the chairman of the meeting is entitled to a further, and casting, vote in addition to his vote as an Institute member.
- (3) Unless a poll is demanded, a declaration by the chairman of the Meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, shall be conclusive. An entry to such effect in the record of the proceedings of the Institute shall be conclusive evidence of that matter without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- (4) If a poll is validly demanded, it shall be taken at such time (either at the General Meeting at which it is demanded or after such General Meeting) and place and in such manner as the chairman of the Meeting shall direct and the result of the poll shall be deemed to be the decision of the General Meeting at which it was demanded. The demand for a poll may be withdrawn. No poll may be demanded on the election of a chairman of a Meeting or on any question of an adjournment.
- (5) The demand for a poll shall not prevent the transaction of any business at a General Meeting, other than the question on which a poll was demanded.

C.8 Votes of Institute members and Proxies

PReg

- (1) No Institute member may attend or vote at any General Meeting while in default, for a period of 60 days or more, in respect of any financial liability to the Institute.
- (2) Any person appointed by an Institute member to act as his proxy at any General Meeting must also be an Institute member and must also be entitled to vote at the General Meeting in question in his own right.
- (3) A proxy appointment shall be in any form which the Board shall from time to time approve or accept including an electronic communication. Prior to any General Meeting the Board shall arrange, in any manner it deems appropriate, for blank forms of proxy appointment to be made available (on request) to Institute members entitled to vote at that General Meeting or to be sent to such members.
- (4) The proxy appointment and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office of the Institute (or at such other address as may be specified in the notice convening the meeting or in the form of proxy appointment made available or sent out by the Institute in relation to that meeting) at least forty-eight hours before the time appointed for the General Meeting or adjourned General Meeting (as the case may be) at which the Institute member named in such proxy appointment proposes to vote; otherwise the Institute member so named shall not be entitled to vote as such proxy.
- (5) A proxy appointment shall be valid only for the General Meeting mentioned in that proxy appointment and for any adjournment of it. A vote given in accordance with the terms of a proxy appointment shall be valid notwithstanding the previous termination of the authority of the person voting provided that no written intimation of such termination has been received by the Institute at the Office of the Institute (or such other address as is specified under Regulation C.8(4)) at least forty-eight hours before the time appointed for the General Meeting or adjourned General Meeting.
- (6) If an Institute member who has appointed a proxy attends a General Meeting or adjourned General Meeting in person and tenders his vote, his vote shall be accepted to the exclusion of the vote of his proxy.

SECTION D – COUNCIL AND PRESIDENT

D.1 Council

PReg

- (1) The Council shall comprise:
 - (a) not less than 12 and not more than 20 Elected Members; and
 - (b) not less than 12 and not more than 20 Regional Representatives; and

(c) the Chairman of the Board.

- (2) No person may be a member of the Council if he is also an employee of the Institute.

D.2 Elected Members

PReg

- (1) Candidates for election as Elected Members shall be selected by the Council having considered the recommendation of the Nomination Committee or may be proposed by not less than 40 Institute members entitled to vote at General Meetings, each of whom has been an Institute member for not less than three years (or shall have been an Institute member for such period at the date of the first Annual General Meeting after such proposal is lodged with the Institute).
- (2) Any candidate not selected by the Council must be proposed by the requisite number of qualified Institute members in one or more documents, each signed by one or more Institute members. Such documents must be lodged with the Secretary within the first four months following the end of any financial year of the Institute, together with:
- the signed consent of the candidate to his being proposed for election and (if elected) acting as an Elected Member and confirmation by him that, on taking office, none of the grounds for ceasing to hold office under Regulation D.4(4) b, f, g or h would apply;
 - his full name and address and his Institute membership number;
 - any directorships currently held by him and any held within the previous five years, with the dates of his appointment and, where relevant, of his ceasing to hold such office;
 - a statement (not exceeding 500 words in total) giving details of his career and other information which he requests to be supplied to Institute members with the voting papers.

The Institute shall not be obliged to supply a statement to Institute members if, having taken legal advice, the Board, the Director-General or the Secretary considers it or anything in it to be defamatory or considers the request to publish it is for frivolous or vexatious purposes.

- (3) An Elected Member may be elected only at an Annual General Meeting. However the Council may, at any time, and from time to time, appoint any person to be an Elected Member of the Council, either to fill a casual vacancy or by way of addition to their number, provided that the number of Elected Members of the Council shall not at any time exceed any maximum number for the time being fixed by the Laws of the Institute. Any member of the Council so appointed shall retire from office at the next following Annual General Meeting but shall then be eligible for re-election.
- (4) If the number of candidates for election as Elected Member exceeds the number of vacancies (as determined by the Board), each Institute member entitled to vote

shall be entitled to cast no more votes than the number of vacancies (and shall not be entitled to cast more than one vote in favour of any candidate). The duly elected candidates shall be those with the largest numbers of votes taken in descending order until all the vacancies are filled. If there are two or more candidates with an equal number of votes to fill the last vacancy, the chairman of the Annual General Meeting shall have a casting vote or may, at his discretion, determine that the final vacancy is not to be filled.

- (5) If the number of candidates for election as Elected Member is equal to or less than the number of vacancies (as determined by the Board), each Institute member shall be entitled to the same number of votes as there are candidates and may vote in favour or against the election of each candidate. Each candidate who receives more votes in favour than against his election shall be elected. The chairman shall have a casting vote in the case of an equality of votes.

D.3 Regional Representatives

PReg

- (1) For the purposes of this Regulation D.3, the expression “Region” shall include a Division. The Board shall ensure that there are no more than fifteen Regions.
- (2) Each Region shall be entitled to nominate a candidate for Regional Representative.
- (3) Each of the five largest Regions shall be entitled (but not bound) to nominate a candidate for a second Regional Representative. The Council may at any time reduce the number five to a smaller number but such reduction will not require any Regional Representative to vacate office before the expiry of his term of office. The largest Regions shall be determined by size of Institute membership at the end of the preceding financial year of the Institute and, in the case of dispute, the decision of the Chairman shall be final and binding.
- (4) The candidate(s) to be nominated by each Region shall be selected by the Committee of the Region concerned, after consultation with the Director of Branch Support (or such other employee of the Institute nominated by the Director General for the purpose). An official for the Committee of each Region shall send to the members of that Committee not less than twenty-one days’ notice of the proposed selection of Regional Representative(s), together with details of the candidates offering themselves for selection. Shorter notice may be given if not less than 90% of the members of the Committee agree in writing to the shorter period.
- (5) A candidate for Regional Representative must be an Institute member but is not required to have any other qualification. He may (but need not) be the chairman or other officer of the Region or a Branch. He may not be a member of the Board.
- (6) Details of each candidate so nominated shall be notified in writing by an official for the Committee of the Region concerned to the Institute not less than six weeks before the date proposed for a Council meeting at which:

- (a) an existing Regional Representative nominated by that Region will retire;
or
 - (b) no Regional Representative nominated by that Region holds office (or, in the case of a Region entitled to nominate a second candidate for Regional Representative, only one Regional Representative nominated by that Region holds office).
- (7) At such Council meeting, the Council shall decide whether or not to appoint each candidate nominated as a Regional Representative. If a candidate proposed by a Region is not appointed, that Region may nominate another (or the same) candidate before the next (or any subsequent) Council meeting (subject to paragraph (6) above) and the Council shall consider whether or not to appoint such candidate at the Council meeting in question.

D. 4 Term of Office and Termination

PReg

- (1) An Elected Member shall hold office until the expiry of the third Annual General Meeting of the Institute after his election and a Regional Representative shall hold office until the expiry of the first Council meeting more than thirty-three months following his appointment unless (in either case) he vacates office earlier under the Regulations.
- (2) With the consent of the Council (having considered the recommendation of the Nomination Committee), an Elected Member may offer himself for re-election at the end of his first term of office. In exceptional circumstances, an Elected Member may, at the invitation of the Council, having considered the recommendation of the Nomination Committee, offer himself for re-election after the expiry of his second term but not after any subsequent term.
- (3) A person who is a Regional Representative may be nominated as a candidate to be Regional Representative for a second term but a Regional Representative may not hold office for more than two consecutive terms of office.
- (4) A member of the Council will cease to hold office as such:
 - a. If he resigns his office by notice in writing to the Secretary and his resignation shall take effect on the later of the date specified by him as the date of his resignation and the date when such notice is received by the Secretary;
 - b. If he ceases to be an Institute member;
 - c. If he is removed by a resolution of the Council passed by a two-thirds majority of those voting, and he was given at least twenty-one days notice in writing of the Council meeting and the proposed resolution and was afforded an opportunity at the meeting to make reasonable representations on his own behalf;
 - d. If (being a Regional Representative) he was removed as such by a

resolution of the Committee of the relevant Region passed by a simple majority, and he was given at least twenty-one days notice in writing of the meeting of that Committee and the proposed resolution and was afforded an opportunity to make reasonable representations on his behalf;

- e. If he is absent from meetings of the Council for a continuous period of twelve months without the consent of the Council and the Council resolves by a simple majority that he should not remain a member of the Council;
- f. If he becomes prohibited by law from being a Director or gives an undertaking not to act as a Director (and, for this purpose, no account shall be taken of the fact that he may be permitted to act as a Director of one or more identified companies);
- g. If he becomes bankrupt or makes an arrangement or composition with his creditors generally;
 - i. If he is, or may be, suffering from mental disorder and, in relation to that disorder: he is admitted to hospital pursuant to an application made otherwise than at his own direction; or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of some person to exercise powers with respect to his property or affairs.

D.5 Council Meetings

CAReg

- (1) The Council will meet not less than three times each year.
- (2) Not less than five clear business days' notice shall be given of any meeting of the Council, unless not less than 90 per cent of the Council members agree to shorter notice.
- (3) The Chairman may at any time, and the Secretary shall at the request of the Council, the Board or the Chairman, convene a meeting of the Council.
- (4) The Secretary shall also convene a meeting of the Council on the requisition in writing of not less than ten members of the Council. Such meeting will be held at the expense of the requisitionists unless the Council otherwise resolves. In the case of a meeting so convened, the notice of meeting shall state the nature of the business to be discussed and any resolution to be proposed and no other business or resolution (other than procedural resolutions) shall be discussed at such meeting.
- (5) Each member of the Council shall notify to the Secretary an address in the United Kingdom (and may also provide an email address) at which all notices and other documents relating to business of the Council shall be sent to him and all such notices and other documents sent to him at either such address shall be deemed to be properly served.

D.6 Conduct of Council Meetings

CAReg

- (1) The Chairman of the Board will chair meetings of the Council, if he is present and willing. Failing him, the meeting will be chaired by any Deputy Chairman of the Board (if present and willing) but, if none is present and willing, by the President (if present and willing). Otherwise, the meeting shall be chaired by such other person as the members of the Council present shall select.
- (2) Each member of the Board will be entitled to attend meetings of the Council as an observer unless (and except to the extent) requested, by the chairman of the meeting either at or before the meeting or by a resolution of the meeting, to absent himself.
- (3) The quorum for the transaction of business at meetings of the Council is five members of the Council. No business shall be conducted if such quorum is not present. A member shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.
- (4) The chairman of the meeting shall (subject to these Regulations) regulate the conduct of the meeting and, in particular, may decide in what order the business of the meeting is to be transacted.
- (5) Save as otherwise provided in the Regulations, questions arising at any meeting of the Council shall be decided by a resolution passed by a simple majority of the members present and, in the case of an equality of votes, the chairman of the meeting shall have a second and casting vote.
- (6) Any resolution of the Council to approve a Council Approved Regulation or any amendment or repeal of such a Regulation shall not be passed unless a two-thirds majority of those members voting cast their votes in favour.
- (7) A resolution in writing, signed or approved in writing by not less than 75 per cent (or such other percentage as the Chairman may determine for any resolution, being not less than a simple majority) of all the members of the Council shall be as valid and effectual as if it had been passed at a duly convened meeting of the Council.
- (8) If a question arises at a meeting of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive. If the question relates to the right of the chairman to vote, a ruling shall be made by one or more members of the Council appointed for the purpose by those present.

D.7 Interests in Contracts etc

PReg

- (1) Any member of the Council who is in any way, whether directly or indirectly,

interested in a contract or proposed contract or arrangement or proposed arrangement with the Institute which is to be considered at any meeting of the Council shall declare his interest to the Institute as soon as he becomes aware of it. This provision shall not apply where:

- (a) the interest falls within any class of interests which the Chairman of the Board has specified in writing to be exempt from the duty of disclosure on the grounds of immateriality; or
 - (b) the member (reasonably believing the interest to be immaterial) has made full disclosure of the relevant facts to the Chairman of the Board and the Chairman has confirmed that, after notification to the Secretary, he has waived the duty to declare that interest on the grounds of immateriality, or
 - (c) the member has no knowledge of his interest and it is unreasonable to expect him to have any such knowledge.
- (2) Any such declaration shall be made by the member in person at the meeting of Council at which the matter is considered or, if later, at the first meeting of the Council after he becomes aware of his interest or, in either case, (whether or not the member is intending to be present at that meeting) shall be given in writing to the Secretary with a request that it shall be read out at the meeting.
- (3) A member of the Council shall not participate in the discussions (except to the extent requested to provide information) or vote on any resolution relating to a contract or arrangement (or proposed contract or arrangement) in which he has a material interest. Materiality shall be determined by the chairman of the meeting, after consultation with the Secretary.
- (4) Provided he has complied with the Regulations concerning the disclosure of interests, a member of the Council (notwithstanding his office):
- (a) may be a party to, or otherwise interested in, any contract or arrangement with the Institute or in which the Institute is interested;
 - (b) may be a director or other officer of or employed by, or be a party to any transaction or arrangement with, or otherwise be interested in, any body corporate promoted by the Institute or in which the Institute is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Institute for any benefit which he derives from any such contract or arrangement or from any interest in any such body corporate and no such contract or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

D.8 Payment of Expenses

PReg

Every member of the Council may be repaid all travelling, hotel and other expenses reasonably and properly incurred by him in connection with his attendance at meetings of the Council or committees of the Council and General Meetings of the Institute or otherwise in connection with the discharge of his duties.

D.9 Nomination Committee

PReg

(1) The Council shall appoint a Nomination Committee comprising not less than five members whose function shall be to recommend to the Council candidates for:

- Elected Members on the Council,
- Non-executive Members of the Board,
- the Director-General, and
- the President

and to advise the Council on candidates for Elected Members proposed by Institute members and on Regional Representatives and for other purposes specified in these Regulations.

(2) The provisions of Regulation E.5 shall apply in relation to the Nomination Committee as they apply to committees of the Board but with references to the Board being read as references to the Council.

D.10 President

PReg

(1) The Council may appoint any one of their number to be President, after considering any recommendation of the Nomination Committee. He shall hold office for such term (not exceeding three years) as may be specified by the Council in the resolution for his appointment. On the expiry of such appointment, he shall be eligible for re-appointment for one further term (not exceeding three years) only.

(2) The President shall cease to hold office if he ceases to be a member of the Council.

(3) The President may chair meetings of the Council in the circumstances specified in these Regulations. He shall not have any other responsibilities or rights (except as a member of the Council and as an Institute member) but shall act as an ambassador of the Institute and shall promote its best interests.

SECTION E – BOARD, COMMITTEES AND OFFICERS

E.1 The Board

PReg

- (1) Members of the Board shall either be employees of the Institute (“Executives”) or not employees (“Non-executives”). Non-executives shall constitute a majority of the members of the Board.
- (2) Save for the transitional arrangements in By-Law J.1, each member of the Board shall be appointed by the Council. The Board may appoint members of the Board between meetings of the Council but any such member shall retire at the meeting of the Council following such appointment, when he may offer himself for appointment by the Council.
- (3) No person shall be appointed as a member of the Board unless he is an Institute member and the Council has considered:
 - (a) in the case of a Non-executive, the recommendation of the Nomination Committee; and
 - (b) in the case of an Executive (other than the Director General), the recommendation of the Director General.
- (4) The Director General shall be appointed by the Council but no such appointment shall be made without considering the recommendation of the Nomination Committee and the Board. The Director General shall automatically be a member of the Board.
- (5) In appointing Non-executive members of the Board, the Council shall have regard to the desirability of ensuring a balance of geographic representation, as well as a balance of skills and experience, amongst the Non-executives.

E.2 Chairman

PReg

- (1) The Board shall appoint a Chairman of the Board from one of the Non-executives to hold office for a period of not more than three years. The Board may, having considered the recommendation of the Nomination Committee, appoint him for a second (but no further) term of office of not more than three years.
- (2) Following his ceasing to hold office as Chairman, such person may remain a member of the Board if his term of office on the Board has not terminated.

E.3 Term of Office and Termination of Board Members

PReg

- (1) Each Non-executive will hold office until the end of the Council meeting first held after the expiry of thirty-four months following his appointment by the Council. A Non-executive may offer himself for re-appointment as a member of the Board for

a second term of office and (if the Board, having considered the recommendation of the Nomination Committee, considers that there are exceptional circumstances) for a third (but no subsequent) successive term of office.

- (2) A member of the Board shall cease to hold office:
- (a) if he resigns his office by notice in writing to the Secretary and his resignation shall take effect on the later of the date specified by him as the date of his resignation and the date when such notice is received by the Secretary;
 - (b) if he ceases to be an Institute member;
 - (c) if, being an Executive, he ceases to be employed by the Institute;
 - (d) if he is removed by a resolution of the Council passed by a two-thirds majority of those voting, and he was given at least twenty-one days notice in writing of the Council meeting and the proposed resolution and was afforded an opportunity at the meeting to make reasonable representations on his own behalf;
 - (e) if he is removed by a resolution passed (or approved in writing) by not less than 90% of the other members of the Board;
 - (f) if he is absent from meetings of the Board for a continuous period of six months without the consent of the Board and the Board resolves that he should not remain a member of the Board;
 - (g) if he becomes prohibited by law from being a Director or he gives an undertaking not to act as a Director (and, for this purpose, no account shall be taken of the fact that he may be permitted to act as a Director of one or more identified companies);
 - (h) if he becomes bankrupt or makes an arrangement or composition with his creditors generally;
 - (i) if he is, or may be, suffering from mental disorder and, in relation to that disorder, either:
 - (A) he is admitted to hospital pursuant to an application made otherwise than at his own direction, or
 - (B) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a person to exercise powers with respect to his property or affairs.

E.4 Board Meetings

CAReg

- (1) Subject to the Laws of the Institute, the Board may regulate its proceedings as it thinks fit.
- (2) The Chairman or any two members of the Board may at any time call a meeting of the Board and the Secretary shall do so at the request of the Chairman or of any two members of the Board. Each member shall give the Secretary an address at which notices of board meetings shall be sent to him. At least five business days' notice shall be given of any Board meeting unless not less than 75% of the Board members consent to short notice.
- (3) The quorum for the transaction of business of the Board shall be seven members

of which not less than two shall be Non-executives. No business shall be conducted if such quorum is not present. A member shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

- (4) The Chairman shall chair meetings of the Board, if he is present and willing. Failing him, the meeting shall be chaired by any Deputy Chairman of the Board (if present and willing) but, if none is present and willing, the meeting shall be chaired by such other person as the members of the Board present shall select.
- (5) The chairman of the meeting shall (subject to these Regulations) regulate the conduct of the meeting and, in particular, may decide in what order the business of the meeting is to be transacted.
- (6) Save as otherwise provided in the Regulations, questions arising at any meeting of the Board shall be decided by a resolution passed by a simple majority of the members present and, in the case of an equality of votes, the chairman of the meeting shall have a casting vote.
- (7) A Board meeting may be held at more than one place and shall be duly constituted and its proceedings valid if (in addition to the other provisions of these Regulations relating to Board meetings) the chairman of the meeting is satisfied that there are adequate facilities to enable each person present at each place to:
 - (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons present who speak, whether by the use of microphones, loudspeakers or otherwise (whether in use when this Regulation is adopted or developed subsequently); and
 - (c) have access to all documents which are appropriate to be made available at the meeting.

Each person present at each place in person and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the meeting. The meeting is deemed to take place at the place at which the chairman of the meeting is present.

- (8) A resolution in writing, signed or approved in writing by not less than 90 per cent of the members of the Board shall be as valid and effectual as if it had been passed at a duly convened meeting of the Board.
- (9) If a question arises at a meeting of the Board as to whether a member is disqualified from voting (by reason of his having a material interest or otherwise), the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive. If the question relates to the qualification of the chairman, a ruling shall be made by one or more members appointed for the purpose by those present.

E.5 Committees

CAReg

- (1) The Board may establish committees and may delegate to any committee such of its powers as it determines from time to time.
- (2) Without limiting the power in paragraph (1) above, the Board shall appoint:
 - (a) a Remuneration Committee whose functions shall include the recommendation to the Board of the remuneration to be paid to senior employees of the Institute (including that of the Director General);
 - (b) a committee whose functions shall include the setting of professional standards for candidates for the principal professional examinations and diplomas conducted by or under the auspices of the Institute;
 - (c) an Audit and Risk Committee.
- (3) The Board shall determine how many members each committee shall have and how many of them (if any) are required to be Board members. In the absence of the Board making any other provision in relation to members of any committee, each member of a committee:
 - (a) shall be appointed by the Board and may be removed by the Board without any reason being given;
 - (b) shall continue to be a member of that committee for three years and, following the expiry of his office, shall be eligible for re-appointment;
 - (c) shall cease to be a member if he becomes prohibited by law from being a Director or gives an undertaking not to act as a Director (and, for this purpose, no account shall be taken of the fact that he may be permitted to act as a Director of one or more identified companies) or he becomes bankrupt or makes an arrangement or composition with his creditors;
 - (d) shall declare his interest in any matter considered by the committee in the same manner as a member of the Board is required to declare his interest in any contract or proposed contract with the Institute;
 - (e) shall be entitled to be re-imbursed expenses properly incurred in the course of his attending meetings of the committee but shall not be entitled to any remuneration; and
- (4) In the absence of the Board making any other provision, the quorum for meetings of any committee shall be three.
- (5) The Board may make provision relating to the proceedings of any committee but, to the extent that no express provision shall be made by the Board, the provisions of these Regulations relating to the proceedings of the Board shall apply, with the appropriate changes in wording, to each committee.

E.6 Interests in Contracts etc

PReg

- (1) Any member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract or arrangement or proposed arrangement with the Institute shall declare his interest to the Institute as soon as he becomes aware of it. This provision shall not apply where:
 - (a) the interest falls within any class of interests which the Chairman of the Board has specified in writing to be exempt from the duty to declare on the grounds of immateriality; or
 - (b) the member has made full disclosure of the relevant facts to the Chairman of the Board and the Chairman has confirmed that, after consultation with the Secretary, he has waived the duty to declare that interest on the grounds of immateriality, or
 - (c) the member has no knowledge of his interest and it is unreasonable to expect him to have any such knowledge.
- (2) Any such declaration shall be made by the member in person at the first meeting of the Board after he becomes aware of his interest or (whether or not the member is intending to be present at such meeting) shall be given in writing to the Secretary with a request that it shall be read out at the meeting.
- (3) If a member of the Board gives a general notice that he has an interest of the nature and extent specified in the notice in any contract or arrangement between the Institute and a named party, that notice shall be sufficient disclosure that he has an interest of the nature and extent so specified in any contract or arrangement entered into or to be entered into by that party.
- (4) A member of the Board shall not participate in discussion (except to the extent requested to provide information) or vote on any resolution relating to a contract or arrangement (or proposed contract or arrangement) in which he has a material interest. Materiality shall be decided by the chairman of the meeting, after consultation with the Secretary.
- (5) Provided that the member of the Board has disclosed to the Board, to the extent required by these Regulations, the nature and extent of any interest of his, that member (notwithstanding his office):
 - (a) may be a party to, or otherwise interested in, any contract or arrangement with the Institute or in which the Institute is interested;
 - (b) may be a director or other officer of or employed by, or be a party to any transaction or arrangement with, or otherwise be interested in, any body corporate promoted by the Institute or in which the Institute is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Institute for any benefit which he derives from any such contract or arrangement or from any interest in any such body corporate and no such contract or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

E.7 Remuneration etc of Board Members

CAReg

- (1) The members of the Board shall not be entitled to any remuneration for their services as such members but:
 - (a) Executives shall be entitled to such remuneration (whether by way of salary, bonus, commission, incentive payments or otherwise) as may be determined by the Board;
 - (b) The Board may provide benefits (whether by way of payment of gratuities or pensions or insurance or otherwise) for any person who is or was an Executive and for any member of his family or any person who is or was dependent on him, and may (as well before, as after, he ceases to be an Executive) contribute to any fund and pay any premiums for the purchase or provision of any such benefits;
 - (c) Every member of the Board may be repaid all travelling, hotel and other expenses reasonably and properly incurred by him in connection with his attendance at meetings of the Board or committees of the Board, meetings of the Council and General Meetings of the Institute or otherwise in connection with the discharge of his duties;
 - (d) The Board may direct one or more of their number to hold any office or to accept any post with any other organisation and may (but shall be under no duty to) authorise that member to retain any payment or other benefit for himself;
 - (e) The Board may enter into any agreement or arrangement with any member of the Board for the provision by him or any person connected with him of any services outside the scope of the ordinary duties of a member of the Board and any such agreement or arrangement may be made upon such terms as the Board may determine, including the payment of remuneration by the Institute;
 - (f) The Chairman may be paid (or may direct that a third party be paid) in respect of his services such sums as the Board shall determine, having regard to any recommendation of the Remuneration Committee.

E.8 Director General and other Officers

PReg

- (1) The Board shall make recommendations to the Council concerning each proposed appointment of Director General. The Board shall be made aware of the recommendations of the Nomination Committee in this regard.
- (2) The term of office and the other terms and conditions of appointment of the Director General shall be decided by the Board. The maximum period for which a Director General may hold office is five years but he may remain in office beyond this period if there is difficulty in appointing a suitable replacement.

- (3) The Board may make recommendations to the Council for the removal of the Director General before the expiry of his term of office. Any such removal shall be without prejudice to any claim for damages for breach of contract or otherwise.
- (4) The Board may appoint one or more of their number to be Deputy Chairman or to hold any other office with the Institute and may decide the term of such office and the other terms and conditions on which such office shall be held.

E.9 Secretary CAReg

The Secretary shall be appointed by the Board for such period and otherwise on such terms and conditions as the Board shall decide. The Secretary may be removed by the Board at any time (but without prejudice to any claim for damages for breach of contract or otherwise).

SECTION F – GEOGRAPHIC SECTIONS

F.1 Establishment of Branches and other Geographic Sections CAReg

- (1) The Board may establish and vary sections of the membership of the Institute on geographical bases (whether in the United Kingdom or elsewhere) and may give such names or titles to such sections as it thinks fit.
- (2) The Board may issue Branch Handbooks and other SGNs for:
 - the regulation and administration of Branches,
 - the appointment of committees, chairmen and other officers of Branches,
 - setting out their terms of office and other provisions relating to the terms and conditions on which they hold office,
 - setting out their duties, powers and responsibilities (including provisions as to conflict of interests) and
 - all other matters relating to any Branch.

The Board may determine that any specified Branches may be grouped together for any purpose.

- (3) Every member of a Branch must be an Institute member. The minimum number of members of each Branch shall be two hundred and fifty (or such lower figure as the Board shall determine in any specific case). If any Branch has less than the minimum number of members applicable to it, the Board shall, within six months of becoming aware of such fact, take steps to dissolve the Branch and/or merge it with another Branch.
- (4) No chairman of a committee of a Branch may be appointed by a Branch without the approval of the Board. The Board may remove or suspend any chairman, committee member or other officer of any Branch if it considers such action to be

in the best interests of the Institute. No specific reasons need be given and the Board may determine any procedures to be followed by any person in connection with any such action.

F.2 Regional Chairmen etc CAReg

- (1) A Regional Chairman shall be appointed only by the Board, after having regard to any recommendation of the committee of the Region or (if no such committee exists) of the committees of the Branches comprising that Region. A Regional Chairman may be removed or suspended by a resolution of:
 - (a) the Board; or
 - (b) a committee of the Region

in either case passed by a simple majority of those members voting.

- (2) A Regional Chairman shall be responsible within his own Region for:
 - (a) the Institute's reputation, image, profile, media relations and high profile contacts;
 - (b) running the Regional Committee; and
 - (c) liaising with the regional staff (if any) and the Branches within his Region.
- (3) If a Branch wishes to honour a senior past Chairman, they may recommend that consideration be given by the Board to granting him Honorary Fellowship or Membership for life.
- (4) A Branch President may, in exceptional circumstances, be appointed by the Board for a term of up to three years with a maximum of two terms (or, in exceptional circumstances, three terms). Such Branch President shall not have any responsibilities, powers or authorities on behalf of the Institute (or any part of the Institute) except to the extent expressly specified by the Board. The Board may at any time and without giving any reason terminate any such appointment or vary the responsibilities, powers or authorities (if any) conferred on the appointee.

SECTION G –AFFILIATES ETC

G.1 Affiliates etc CAReg

- (1) The Board may enter into affiliation, franchise or other agreements or arrangements with organisations having objects similar to or compatible with those of the Institute. Such agreements or arrangements may contain such terms as the Board may consider appropriate and (by way of example and without limiting the scope of those terms) may include provisions for:
 - (a) the use by the other organisation of any logo or mark owned by the Institute;

- (b) the sharing of information or services between the Institute and the other organisations;
 - (c) the use of specified facilities of the Institute by members of the other organisation and reciprocal arrangements for Institute members;
 - (d) the payment of capitation fees payable by the other organisation.
- (2) The Board may issue SGNs relating to the use by members of other organisations of services and facilities provided by the Institute and the payment of fees and other charges.

SECTION H – RECORDS, ACCOUNTS, NOTICES AND LIABILITY OF OFFICERS

H.1 Seal and Deeds

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- (1)
- (2) Every instrument to which the Common Seal of the Institute is affixed or which is to be executed and delivered as a deed by the Institute without its Common Seal being affixed must be signed by any two Board members, one of whom must be the Director General, or by a Board member or members expressly nominated by the Board and the Secretary.
- (3) Notwithstanding the above, the Common Seal of the Institute may be affixed to membership certificates and to certificates evidencing any qualification granted by the Institute without the need for any signature to be appended.

H.2 Accounts

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- (1) Not less than twenty-one clear days before each Annual General Meeting, the Board shall publish and distribute (by post or with Director Magazine or IoD News) to each Institute member either:
 - (a) the Notice of AGM, a statement as described in Paragraph (2) below and a statement that copies of the following documents are placed on the IoD's website at www.iod.com:
 - the Report and Accounts for the preceding financial year of the Institute;
 - the Summary Financial Statement for that year (if such a Statement has been prepared and approved for publication); and
 - the Notice of AGM; or
 - (b) the Notice of AGM, and a copy of either:
 - the Report and Accounts for the preceding financial year of the Institute;
 - or
 - (if approved for publication) the Summary Financial Statement for that year.

- (2) The statement referred to in Paragraph (1) (a) above shall be to the effect that an Institute member may, by notice in writing to the Secretary, request that the Report and Accounts (or the Summary Financial Statement, if published) be sent to him by post or by email to the email address supplied by him for that purpose or for membership purposes generally. Upon receipt of such notice the Institute shall dispatch such document to him within four business days of receipt of such request or, if later, of the date of publication of such document. Such request shall apply to the Report and Accounts (or, if requested and published, the Summary Financial Statement) for all later financial years of the Institute until rescinded by the Institute member. The Institute member and the Secretary may agree an alternative method of distribution of the document.
- (3) Every Summary Financial Statement:
 - (a) shall be derived from the Report and Accounts of the Institute,
 - (b) shall either include the auditors' report or give the name of the auditors and indicate whether or not an unqualified audit report was given by them, and (if qualified) reproduce the qualification in full; and
 - (c) shall be approved by the Board who shall have regard to the requirements for summary financial accounts prepared under the Companies Acts to the extent that they apply to the Institute.

H.3 Notices

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- (1) Notices will be deemed to have been given to Institute members if published in or circulated (including by electronic means) with the "Director" or "IoD News" or any other publication of the Institute which shall replace either or both, but any Institute member who is not sent such a publication must be sent a separate notice in identical terms to that appearing in or circulated with such publication.
- (2) Any Notice, document or other communication may be given to an Institute member:
 - (a) by delivering it him personally or depositing it (addressed to him) at the physical address given by him to the Institute for membership purposes;
 - (b) by posting it to him at that address by prepaid post;
 - (c) by electronic means to him at the e-mail or other electronic address given by him to the Institute for membership purposes;
 - (d) by publishing it on the Institute's website and thereafter notifying the Institute member (by any of the other methods described in this paragraph (2) or in paragraph (1) above or in such other manner as the Institute member may have authorised for such purposes) of such publication on such website.
- (3) Any Notice, document or other communication published in any of the above manners will be deemed to have been received at the following times:
 - (a) if delivered to him personally, at the time of delivery;

- (b) if delivered to his physical address or sent by electronic means to him at his email or other electronic address, 24 hours after delivery or sending by electronic means;
- (c) if sent by post, 48 hours after the envelope containing the publication, properly addressed and prepaid, is put in the post;
- (d) if published in or with the “Director” or “IoD News” or replacement publication, 72 hours after the last copy of that edition is sent to Institute members;
- (e) if published on the website, when the notification of such publication is deemed to have been received.

H.4 Inspection of Documents by Institute members

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- (1) Each Institute member shall be entitled (upon request) to receive one copy of each version of the Charter, the By-Laws and the Regulations.
- (2) Copies of the current versions of such documents will be available on the Institute’s website.

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