

# Governance Modernisation Phase 3

## – Bye-law Changes

This paper sets out the proposed changes to the IOM3 Bye-laws in two ways. Firstly, a table showing the main changes with a short rationale for each one. Secondly, a full version of the Bye-laws with the proposed changes tracked. In the event of any discrepancy, the second is the authoritative version.

The Annual General Meeting is invited to agree that:

- these amended Bye-laws be adopted
- the Executive Board submit them for approval by Her Majesty the Queen in Council
- if approved, the Executive Board should determine when they take effect (to allow for a sensible transition), and that
- the Executive Board can make any non-material changes to the wording of the Bye-laws amendments as required by the Privy Council and as may be necessary for the purpose of securing such approvals

Separately, the General Meeting will also be invited to agree to some consequent changes to Regulations.

**Bye-Laws Changes – Table of Main Changes**

Current text	Proposed text	Rationale
Numbering.	Renumber BL6 to BL7. Renumber BL8-72 as BL6-70	Renumbered after BL4 to reflect deletions of old 5 and 7. Instances of this change where no other change is made are not repeated in this table.
Throughout. (Bye-laws 13, 14, 16, 18, 27, 31, 36-38, 45-49, 51-53, 61, 63, 64, 66)	Make appropriate alterations to pronouns, such as replacing "he" with "they", "his" with "their", "him" with "them", "chairman" with "Chair" and "chairmen" with "Chairs". Adjust verbs accordingly and make other changes where required to retain the sense.	To replace gendered language with gender-neutral language. Instances of this change where no other change is made are not repeated in this table.
INTERPRETATION Disciplines The disciplines of the Institute are those technical areas in which its members are involved.	INTERPRETATION <del>Disciplines—The disciplines of the Institute are those technical areas in which its members are involved.</del>	Definition not used in these Bye-laws
Division A section of the Institute’s membership interested in a specific technical area.	<del>Division—A section of the Institute’s membership interested in a specific technical area.</del>	Definition not used in these Bye-laws and terminology has changed
	<u>In good standing Members who have no fees owing beyond the grace period determined by the Executive Board and no relevant adverse professional conduct ruling against them</u>	Clarifying what ‘in good standing’ means as this term is used with respect to membership of Executive Board

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	<u>Meeting</u> A meeting with persons physically or electronically present	Together with other new definitions, explicitly allowing for General Meetings to be held virtually
	<u>Present</u> For the purposes of meetings, physically present in person and/or present by electronic means in a manner determined by the Executive Board	Together with other new definitions, explicitly allowing for General Meetings to be held virtually
Recorded address The address of a member for the receipt of communications as last notified to the Institute and recorded in the register.	Recorded address The address of a member for the receipt of communications as last notified to the Institute and recorded in the <u>R</u> register <u>of Members</u> .	Clarity
	<u>Simple vote</u> A vote taken by a show of hands or other similar technique appropriate to the meeting format	Replaces "show of hands" as a less formal vote than a full ballot
MEMBERSHIP 1. The Institute shall consist of a. corporate members who shall be: (i) Honorary Fellows (ii) Fellows (iii) Professional Members (iv) Members (v) Associate Members (vi) Technician Members	MEMBERSHIP 1. The Institute shall consist of a. corporate <u>or voting</u> members who shall be: (i) Honorary Fellows (ii) Fellows <u>and Fellows (Minerals Reporting)</u> <del>(iii) Professional Members</del> ( <del>iii</del> iv) Members <u>and Members (Minerals Reporting)</u> (iv) Associates <u>Members</u> (v) Technician <u>Members</u>	Modernising the grade structure and removing some confusion. See separate discussion document for more.  Introducing a new category to identify those members who are qualified to sign of on minerals reporting. See end of this document for more.

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<p>b. non-corporate members who shall be:</p> <ul style="list-style-type: none"> <li>(i) Companions</li> <li>(ii) Affiliates</li> <li>(iii) Graduates</li> <li>(iv) Students</li> </ul>	<p><u>b. and such non-corporate (or non-voting) members as shall be determined by the Executive Board from time to time.</u></p>	<p>This allows greater flexibility for non-corporate grades to evolve over time, where regulation and protection of grade names and post-nominals is not relevant</p>
<p>4. Honorary Fellows The Executive Board may elect persons for admission to the grade of Honorary Fellow in recognition of distinguished service to the profession or for special service to the Institute. The maximum number of Honorary Fellows shall be prescribed in the Regulations.</p>	<p><del>4</del><u>Admittance of</u> Honorary Fellows <u>4</u>The Executive Board may elect persons for admission to the grade of Honorary Fellow in recognition of distinguished service to the profession or for special service to the Institute. The maximum number of Honorary Fellows shall be prescribed in the Regulations.</p>	<p>No substantive change – format and clarity only</p>
<p>5. Companion The Executive Board may admit as Companion of the Institute persons not eligible for corporate membership, in recognition of their distinguished attainments or their contribution to the advancement of the profession.</p>	<p>DELETED</p>	<p>Grade is defunct in the new structure and currently has no-one in it.</p>
<p>6. The Executive Board may admit to the following grades of the Institute Fellow Professional Member</p>	<p><u>Admittance of Other Members</u> <del>56.</del> The Executive Board may admit to the <del>following</del> grades of the Institute <del>Fellow</del></p>	<p>Aligning with the new structure and removing the need for admittance requirements to be set out in Regulations (they still need to be set</p>

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<p>Member Associate Member Technician Member Affiliate Graduate Candidates who have satisfied such academic, training, experience and competence requirements as the Executive Board may by Regulations from time to time prescribe.</p>	<p><del>Professional Member</del> <del>Member</del> <del>Associate Member</del> <del>Technician Member</del> <del>Affiliate</del> <del>Graduate</del> Candidates who have satisfied such academic, training, experience and competence requirements as the Executive Board may <del>by Regulations</del> from time to time prescribe.</p>	<p>out). This is in line with current practice. Also, minor format and clarity change.</p>
<p>7. Students The Executive Board may admit as Students any persons who have established to the satisfaction of the Executive Board that they are bona fide students following an approved course of study leading to a qualification recognised for admission to one of the grades of member of the Institute, provided that no person shall remain in the category of Student for more than seven years.</p>	<p>DELETED</p>	<p>To allow student membership to include apprentices, etc and because this grade need not be regulated and protected in the same way as corporate grades.</p>
<p>DESCRIPTION AND DESIGNATORY LETTERS</p>	<p>DESCRIPTION AND DESIGNATORY LETTERS</p>	<p>Aligning with new grade structure and rationalising post-nominals.</p>

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<p>8. Members may use the title of the grade to which they belong or its appropriate abbreviation as shown below and shall not use any other title or abbreviation to describe their membership of the Institute:</p> <table border="0"> <tr> <td>Honorary Fellow</td> <td>Hon FIMMM</td> </tr> <tr> <td>Fellow</td> <td>FIMMM</td> </tr> <tr> <td>Professional Member</td> <td>MIMMM</td> </tr> <tr> <td>Associate Member</td> <td>AMIMMM</td> </tr> <tr> <td>Graduate</td> <td>GradIMMM</td> </tr> <tr> <td>Professional Graduate</td> <td>ProfGradIMMM</td> </tr> <tr> <td>Technician Member</td> <td>TIMMM</td> </tr> </table>	Honorary Fellow	Hon FIMMM	Fellow	FIMMM	Professional Member	MIMMM	Associate Member	AMIMMM	Graduate	GradIMMM	Professional Graduate	ProfGradIMMM	Technician Member	TIMMM	<p><del>68</del>. Members may use the title of the grade to which they belong or its appropriate abbreviation as shown below and shall not use any other title or abbreviation to describe their membership of the Institute:</p> <table border="0"> <tr> <td>Honorary Fellow</td> <td>Hon-FIMMM</td> </tr> <tr> <td>Fellow</td> <td>FIMMM</td> </tr> <tr> <td><u>Fellow (Minerals Reporting)</u></td> <td><u>FIMMM(MR)</u></td> </tr> <tr> <td><del>Professional Member</del></td> <td><del>MIMMM</del></td> </tr> <tr> <td><u>Member (Minerals Reporting)</u></td> <td><u>MIMMM(MR)</u></td> </tr> <tr> <td><del>Associate Member</del></td> <td><del>AMIMMM</del></td> </tr> <tr> <td><del>Graduate</del></td> <td><del>GradIMMM</del></td> </tr> <tr> <td><del>Professional Graduate</del></td> <td><del>ProfGradIMMM</del></td> </tr> <tr> <td><del>Technician Member</del></td> <td><del>TIMMM</del></td> </tr> </table>	Honorary Fellow	Hon-FIMMM	Fellow	FIMMM	<u>Fellow (Minerals Reporting)</u>	<u>FIMMM(MR)</u>	<del>Professional Member</del>	<del>MIMMM</del>	<u>Member (Minerals Reporting)</u>	<u>MIMMM(MR)</u>	<del>Associate Member</del>	<del>AMIMMM</del>	<del>Graduate</del>	<del>GradIMMM</del>	<del>Professional Graduate</del>	<del>ProfGradIMMM</del>	<del>Technician Member</del>	<del>TIMMM</del>	<p><u>New post-nominals for Minerals Reporting</u></p>
Honorary Fellow	Hon FIMMM																																	
Fellow	FIMMM																																	
Professional Member	MIMMM																																	
Associate Member	AMIMMM																																	
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<del>Technician Member</del>	<del>TIMMM</del>																																	
<p>AFFILIATE ORGANISATIONS 9. There shall be power by Regulations to provide for the association of organisations with the Institute in such manner as the Executive Board may from time to time determine and with such privileges and rights as the Executive Board shall think fit; provided that no organisation so becoming associated as aforesaid shall be a member of the Institute for any purpose of the Laws of the Institute.</p>	<p>AFFILIATE ORGANISATIONS <del>97</del>. The <u>Executive Board may</u><del>re shall be power by Regulations to</del> provide for the association of organisations with the Institute in such manner as the Executive Board may from time to time determine and with such privileges and rights as the Executive Board shall think fit; provided that no organisation so becoming associated as aforesaid shall be a member of the Institute for any purpose of the Laws of the Institute.</p>	<p>Removing need for <u>Regulations</u> to set out organisational affiliation, in line with current practice.</p>																																

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<p>EXAMINATIONS AND ACCREDITATIONS</p> <p>10 (a) The Executive Board shall make and publish Regulations for educational requirements and experience for candidates seeking to become members of the Institute and shall accredit courses offered by educational establishments to meet the academic requirements for Institute membership.</p> <p>(b) The Executive Board may cause examinations to be held for candidates seeking to become members of the Institute. The syllabi and methods of conducting such examinations shall be set out in Regulations.</p>	<p>EXAMINATIONS AND ACCREDITATIONS</p> <p><del>10</del> (a) The Executive Board shall <del>determine</del><del>make</del> and publish <del>conditions</del><del>Regulations</del> for educational requirements and experience for candidates seeking to become members of the Institute and shall accredit courses offered by educational establishments to meet the academic requirements for Institute membership.</p> <p>(b) The Executive Board may cause examinations <del>or other assessments</del> to be held for candidates seeking to become members of the Institute. The syllabi and methods of conducting such examinations <del>or assessments</del> shall be <del>set out and published in</del> Regulations.</p>	<p>Removing need for <u>Regulations</u> to set out educational requirements and experience for prospective members and examinations, in line with current practice. <u>Allows for non-exam assessments.</u></p>
<p>ELECTION AND TRANSFER OF CORPORATE AND NON-CORPORATE MEMBERS</p> <p>11. Regulations shall prescribe the procedure to be adopted for the admission of persons to each grade of membership or on transfer from one grade to another and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper</p>	<p>ELECTION AND TRANSFER OF CORPORATE AND NON-CORPORATE MEMBERS</p> <p><del>11</del>. <del>The Executive Board</del>Regulations shall prescribe the procedure to be adopted for the admission of persons to each grade of membership or on transfer from one grade to another and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper standards</p>	<p>Removing need for <u>Regulations</u> to set out the procedures for membership admissions, etc.</p>

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standards and practices of the profession as may be thought appropriate.	and practices of the profession as may be thought appropriate.	
15 A person shall continue to be a member of the Institute only for so long as he shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions appropriate to his particular grade as shall for the time being be prescribed by or in accordance with these Bye-laws.	135 <del>PA persons</del> shall continue to be a member of the Institute only for so long as <del>they</del> shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions appropriate to <del>their</del> <del>his</del> particular grade as shall for the time being be prescribed by or in accordance with these Bye-laws.	Gender-neutral language
16 A person shall cease to be a member of the Institute on their death or in any of the following cases:  (a) If he shall fail for a period of nine months to pay all subscriptions and fees for the time being due from him to the Institute.	146 <del>PA persons</del> shall cease to be a member of the Institute on their death or in any of the following cases:  (a) If <del>they</del> <del>he</del> shall fail for a period <del>determined by the Executive Board and not exceeding</del> <del>of</del> nine months to pay all subscriptions and fees for the time being due from <del>him</del> <del>them</del> to the Institute.	Gender-neutral language.  Allows the Institute to shorten the period during which someone can retain membership without paying their dues
18 Every member of the Institute shall at all times so order his conduct as to safeguard the public interest in matters of competence in professional practice, safety and health and otherwise and to uphold the standing and reputation of the profession. They shall exercise their professional skill and judgement to the best of their ability, discharge their professional responsibilities with integrity, and comply with the Codes of Professional Conduct of the Institute as set	168 <del>Every m</del> <del>Members</del> of the Institute shall at all times so order <del>theirs</del> conduct as to safeguard the public interest in matters of competence in professional practice, safety and health and otherwise and to uphold the standing and reputation of the profession. They shall exercise their professional skill and judgement to the best of their ability, discharge their professional responsibilities with integrity, and comply with the Codes of Professional Conduct of the Institute as set	Gender neutral language



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<p>out in Regulations. These Regulations shall include any additional conduct requirements for registrations or qualifications granted to that member by the Institute under license from another body.</p>	<p>out in Regulations. These Regulations shall include any additional conduct requirements for registrations or qualifications granted to that member by the Institute under license from another body.</p>	
<p>20 Ex-Officio Members</p> <p>(a) the President</p> <p>(b) the Senior Vice-President and two Vice-Presidents</p> <p>(c) the Honorary Treasurer</p> <p>(d) The chairmen of the six main boards:</p> <ul style="list-style-type: none"> <li>▪ IoM Communications Board</li> <li>▪ Technical Technology Communities Board</li> <li>▪ International Affairs Board</li> <li>▪ Members' Board</li> <li>▪ Professional Standards and Development Board</li> <li>▪ Younger Members Board (if a Corporate Member)</li> </ul> <p>(e) The most recent Past President to have held office</p> <p>(f) Two members of the Advisory Council appointed by the Advisory Council according to Regulations.</p>	<p><del>1820</del> <u>The following office holders will be Ex-Officio members of the Executive Board</u></p> <p>(a) the President</p> <p>(b) the Senior Vice-President and two Vice-Presidents</p> <p>(c) the Honorary Treasurer</p> <p>(d) The <u>Chair</u> of the <u>six</u> main boards:</p> <ul style="list-style-type: none"> <li>▪ <u>Commercial Activities</u> <del>IoM</del> <u>Communications Board (CAB)</u></li> <li>▪ <del>Technical Technology Communities Board</del></li> <li>▪ <del>International Affairs Board</del></li> <li>▪ Members' Board</li> <li>▪ Professional Standards and Development Board</li> <li>▪ <u>Technology Communities Board (TCB)</u></li> <li>▪ <del>Younger Members Board (if a Corporate Member)</del></li> </ul> <p>(e) <u>The Chair of the International Affairs Committee</u></p>	<p>Format and clarity</p> <p>Clarifying that there are four main Boards (not six) but retaining membership for the two other Chairs; recognising name changes (CAB, SECC); correcting an error from a previous change (deleting "Technical" from "Technical Technology Communities Board")</p>

	<p><u>(f) The Chair of the Student and Early Career Committee (SECC)</u>  <u>(g) The most recent Past President to have held office</u>  <u>(h) Two members of the Advisory Council appointed by the Advisory Council according to Regulations.</u></p> <p><u> Holders of the offices in (a), (b), (d), (e) and (g) must be corporate members of the Institute.</u></p>	<p>Clarifying who must be a corporate member and who does not. BL20 specifies that all on EB must be a member of some kind, so subject to the Code of Professional Conduct. For those need not be a corporate member:</p> <ul style="list-style-type: none"> <li>• Honorary Treasurer – here, their professional finance background is important and it could be hard to find someone with that and also the right qualifications and experience to be a corporate member</li> <li>• SECC Chair – this person is often too early in their career to have fully qualified as a corporate member</li> </ul>
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		<ul style="list-style-type: none"> <li>Advisory Council appointees – this ensures that members of the AC who are not corporate members are not automatically excluded from becoming Trustees on EB, which is currently the case.</li> </ul>
<p>21 <u>Co-opted Members</u></p> <p>(a) Not more than 2 appointed by the Executive Board for the period of one year.                  (b) Chairman of the Younger Members Committee if not a corporate member</p>	<p><del>219</del> <u>The Executive Board may appoint not more than two additional members for the period of one year. <del>Co-opted Members</del></u></p> <p><del>(a) — Not more than 2 appointed by the Executive Board for the period of one year.</del>  <del>(b) — Chairman of the Younger Members Committee if not a corporate member</del></p>	<p>Currently, co-opted members are not Trustees. This means they do not have the rights and obligations of a Trustee, including the duty to do their best for the Institute. This amendment corrects that and makes them Trustees too. Because this is a vehicle to bring in specialist skills and knowledge, these individuals are required to be members (and thus also subject to the Code of Professional Conduct) but not corporate members. This will widen the potential field.</p>
<p>22 No person shall be a member of the Executive Board or be capable of continuing to be a member of the Executive Board unless a corporate member of the Institute, except for co-opted members. Co-opted members shall not have a vote on Council and shall not be included in determining</p>	<p><del>202</del> No person shall be a member of the Executive Board or be capable of continuing to be a member of the Executive Board unless <u>being a corporate member in good standing</u> of the Institute, <del>except for co-opted members. Co-opted members shall not have a vote on Council and shall not be</del></p>	<p>Consequential amendment to the approach outlined above, plus insertion of 'in good standing' (see also definitions).</p>

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<p>whether a quorum is present. No person shall take up their place on the Executive Board until they have undergone such induction as the Executive Board shall from time to time decide and as set out in Regulation.</p>	<p><del>included in determining whether a quorum is present.</del> No persons shall take up their place on the Executive Board until they have undergone such induction as the Executive Board shall from time to time decide and as set out in Regulation.</p>	
<p>25 The Officers of the Institute shall be the President, the Senior Vice-President, the Vice Presidents and the Honorary Treasurer of the Institute for the time being appointed by the Executive Board. All shall be corporate members of the Institute.</p>	<p><del>235</del> The Officers of the Institute shall be the President, the Senior Vice-President, the Vice Presidents and the Honorary Treasurer of the Institute for the time being appointed by the Executive Board. All shall be <del>corporate</del> members <u>in good standing</u> of the Institute <u>and the President and Vice-Presidents shall be corporate members of the Institute.</u></p>	<p>Consequential amendment to the approach outlined above, plus reconfirming that the President and Vice-Presidents must be corporate members.</p>
<p>29 The chairman shall be the President or in his absence the most senior Vice-President present.</p>	<p><del>279</del> The <del>Chair</del><del>chairman</del> shall be the President or, <u>if absent, in his absence</u> the most senior Vice-President present.</p>	<p>Gender neutral language.</p>
<p>33 The proceedings of each meeting of the Executive Board including the period of notice of meeting to be given to members of the Executive Board; the person to act as Chairman at meetings of the Executive Board; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Eight voting members of the Executive Board shall constitute a quorum. Executive</p>	<p><del>313</del> The proceedings of each meeting of the Executive Board including the period of notice of meeting to be given to members of the Executive Board; the person to act as <del>Chairman</del><u>Chair</u> at meetings of the Executive Board; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Eight voting members of the Executive Board shall constitute a quorum. Executive Board shall <u>normally</u> meet at least <del>three</del><u>six</u> times per calendar year.</p>	<p>Gender neutral language.  Increasing the normal expectation of meeting frequency from 3 to 6 to manage Trustee responsibilities</p>

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<p>Board shall meet at least three times per calendar year.</p>		
<p>34 The business of the Institute shall be managed by the Executive Board, the members of which (except for the co-opted members, see Bye-law 22) shall be the charity trustees of the Institute, which may exercise all such powers on behalf of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not required to be exercised or done by the Institute in General Meeting, subject nevertheless to any requirements of these Bye-laws and to the provisions of any statutes for the time being in force and affecting the Institute.</p>	<p><del>324</del> The business of the Institute shall be managed by the Executive Board, the members of which <del>(except for the co-opted members, see Bye-Law 22)</del> shall be the charity trustees of the Institute, which may exercise all such powers on behalf of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not required to be exercised or done by the Institute in General Meeting, subject nevertheless to any requirements of these Bye-laws and to the provisions of any statutes for the time being in force and affecting the Institute.</p>	<p>Consequential amendment to the approach outlined above</p>
<p>CESSATION AND DISQUALIFICATION OF MEMBERS OF EXECUTIVE BOARD</p> <p>38 (a) The office of a member of the Executive Board shall be vacated if he</p> <p>(i) ceases to be a member of the Institute;</p> <p>(ii) by notice in writing to the Chief Executive resigns his office;</p> <p>(iii) has a receiving order made against him becomes bankrupt or enters an arrangement with creditors;</p>	<p>CESSATION AND DISQUALIFICATION OF MEMBERS OF EXECUTIVE BOARD</p> <p><del>368</del> (a) The <del>Office</del> office of a member of the Executive Board shall be vacated if <del>that person</del> <u>he</u></p> <p>(i) ceases to be a member <u>in good standing</u> of the Institute;</p> <p>(ii) by notice in writing to the Chief Executive resigns <del>that</del> <u>this</u> <del>Office</del> office;</p> <p>(iii) <del>has a receiving order made against him</del> becomes bankrupt or enters an</p>	<p>Gender neutral language.</p> <p>Insertion of concept of member in good standing</p> <p>Removal of reference to 'receiving order' as this is no longer used.</p> <p>Insertion of reference to other charity trustee eligibility criteria.</p> <p>Expansion of right of EB to remove a Trustee by a three-fourths majority, with inclusion of right to be heard.</p>

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<p>(iv) becomes incapable by reason of mental disorder;</p> <p>(v) under these Bye-laws, is found to have materially breached the Code of Professional Conduct;</p> <p>(vi) shall have been absent from three consecutive meetings of the Executive Board (otherwise than through illness or other reasonable cause) and the Executive Board shall resolve to terminate his membership; or</p> <p>(vii) upon expiration of the term of office for which he was appointed.</p> <p>(b) An Executive Board member shall be responsible for advising the Chief Executive of any reason why they might become disqualified as soon as practicable.</p>	<p>arrangement with creditors <u>or otherwise becomes ineligible to serve as a charity trustee;</u></p> <p>(iv) becomes incapable by reason of mental disorder;</p> <p>(v) under these Bye-laws, is found to have materially breached the Code of Professional Conduct;</p> <p>(vi) <u>is removed from that Office at a meeting of the Executive Board convened with express notice that the question of removal from Office shall be considered. The Trustee shall be invited to attend that meeting and shall be given the opportunity to answer any complaint about performance as a Trustee. A removal shall require a resolution passed by not less than three fourths of the members of the Executive Board (not including the person in question) shall have been absent from three consecutive meetings of the Executive Board (otherwise than through illness or other reasonable cause) and the Executive Board shall resolve to terminate his membership; or</u></p> <p>(vii) <u>reaches the end upon expiration of the term of appointment office for which he was appointed.</u></p>	
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	(b) An Executive Board member shall be responsible for advising the Chief Executive of any reason why they might become disqualified as soon as practicable.	
39 Notwithstanding the provisions of Bye-Law 38, the corporate members of the Institute in Extraordinary General Meeting may by special resolution remove any member of the Executive Board from his membership of the Executive Board before the expiration of his period of office by a two-thirds majority of the members entitled to vote in accordance to Bye-Laws 47 & 49.	<del>379</del> Notwithstanding the provisions of Bye- <del>l</del> aw <del>368</del> , the corporate members of the Institute in <u>an</u> Extraordinary General Meeting may by special resolution remove any member of the Executive Board from <del>Office</del> <del>his membership of the Executive Board</del> before the <del>end</del> expiration of <del>his the</del> period of office by a two-thirds majority of the members entitled to vote in accordance to Bye- <del>l</del> aws <del>457</del> & <del>479</del> .	Adjustment of internal references due to renumbering.  Format and clarity, including simplification of language.  Gender neutral language.
GENERAL MEETINGS OF THE INSTITUTE  40 The general meetings of the Institute shall be the Annual General Meeting, Extraordinary General Meetings and Ordinary General Meetings. All members of the Institute shall be entitled to receive notice of and to attend all General Meetings of the Institute, but only corporate members shall be entitled to vote at any General Meetings of the Institute.	GENERAL MEETINGS OF THE INSTITUTE  <del>3840</del> The <u>G</u> eneral <u>M</u> meetings of the Institute shall be the Annual General Meeting <u>and</u> ; Extraordinary General Meetings <del>and Ordinary General Meetings</del> . All members of the Institute shall be entitled to receive notice of and to <u>attend be present at</u> all General Meetings of the Institute, but only corporate members shall be entitled to vote at any General Meetings of the Institute.	Remove the concept of “Ordinary General Meeting” as this is not used.  Use of “present” rather than “attend”. Together with the definitions and following changes, this is to allow General Meetings to be held virtually.
42 The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as	<del>402</del> The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time, <u>manner</u> , and	To allow the Institute to hold General Meetings virtually

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<p>may be determined by the Executive Board, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.</p>	<p>place as may be determined by the Executive Board, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.</p>	
<p>PROCEEDINGS AT GENERAL MEETINGS</p> <p>45 At any General Meeting 20 corporate members personally present shall be a quorum.</p>	<p>PROCEEDINGS AT GENERAL MEETINGS</p> <p>4<del>3</del>5 At any General Meeting 20 corporate members <del>personally</del> present shall be a quorum.</p>	<p>To allow the Institute to hold General Meetings virtually</p>
<p>47 Subject to a poll being demanded, every question to be decided by any General Meeting shall be decided on a show of hands, and every corporate member personally present shall be entitled to one vote. All questions shall require a simple majority with the exception of those on motions brought at an EGM requisitioned by the membership or concerning the enactment, amendment or repeal of Regulations proposed by the Executive Board which shall require a majority of two thirds. On a poll every corporate member who is present in person or by proxy shall have one vote. In the case of equality of votes where a simple majority is needed the Chairman shall be entitled to a second or casting vote.</p>	<p>4<del>5</del>7 Subject to a poll being demanded, every question to be decided by any General Meeting shall be decided on a <del>simple voteshow of hands</del>, and every corporate member <del>personally</del> present <del>or by proxy</del> shall be entitled to one vote <del>on each matter voted upon</del>. <del>All questions shall require a simple majority with the exception of those</del> on motions brought at an EGM requisitioned by the membership or concerning the enactment, amendment or repeal of Regulations proposed by the Executive Board <del>which</del> shall require a majority of two thirds. <del>On a poll every corporate member who is present in person or by proxy shall have one vote.</del> In the case of equality of votes where a simple majority</p>	<p>To allow the Institute to hold General Meetings virtually. A show of hands may not be the best approach if a meeting were to be held using videoconferencing equipment, for example, so this phrase is replaced.</p> <p>A simple vote now also includes proxy votes</p> <p>Language and sentence structure simplified</p> <p>Gender neutral language</p>



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	is needed the Chair <del>man</del> shall be entitled to a second or casting vote.	
49 Unless a poll be demanded (before or on the declaration of the result of the show of hands) by the Chairman or by at least 20 Corporate Members of the Institute present in person or by proxy, a declaration by the Chairman that on a show of hands a resolution has been carried or carried by a particular majority, or lost, and entry to that effect made in the minutes of the proceedings shall be conclusive evidence of the fact so declared without proof of the number or proportion of votes given for or against the resolution.	<del>479</del> Unless a poll be demanded (before or on the declaration of the result of the <u>simple voteshow of hands</u> ) by the Chair <del>man</del> or by at least 20 Corporate Members of the Institute present <del>in person</del> or <u>represented</u> by proxy, a declaration by the Chairman that on a <u>show of handssimple vote</u> a resolution has been carried or carried by a particular majority, or lost, and entry to that effect made in the minutes of the proceedings shall be conclusive evidence of the fact so declared without proof of the number or proportion of votes given for or against the resolution.	To allow the Institute to hold General Meetings virtually
50 Subject to the Charter and these Bye-laws, the following matters relative to General Meetings shall be governed by Regulations:  (a) The extent, if at all, to which members who are in arrears with subscriptions or other payments shall be entitled to vote; (b) the appointment of a Chairman of each meeting; (c) the procedure for the conduct of a poll and the appointment of a proxy;	<del>4850</del> Subject to the Charter and these Bye-laws, the following matters relative to General Meetings shall be governed by Regulations:  (a) The extent, if at all, to which members who are in arrears with subscriptions or other payments shall be entitled to vote; (b) the appointment of a Chair <del>man</del> of each meeting; (c) the procedure for the conduct of a poll and the appointment of a proxy;	Gender-neutral language  Use of 'present' to allow for virtual General Meetings

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<p>(d) the circumstances in which and the means by which a meeting may be adjourned;</p> <p>(e) the period, which shall be not less than 21 days, and form of notice of every meeting to be given to each member entitled to attend thereat.</p>	<p>(d) the circumstances in which and the means by which a meeting may be adjourned;</p> <p>(e) the period, which shall be not less than 21 days, and form of notice of every meeting to be given to each member entitled to <del>attend</del> <u>be present</u> thereat.</p>	
<p>53 There shall be a Chief Executive of the Institute who shall be appointed by the Executive Board. The Chief Executive shall devote his full time to the duties of his office and if he becomes bankrupt, or is guilty of misconduct prejudicial to the interests of the Institute or proves incompetent or inefficient in the discharge of his duties or wilfully neglects the due performance of his duties he may be removed from his office and his appointment terminated by the Executive Board at a meeting convened with express notice that the question of his appointment shall require a resolution passed by not less than three fourths of the members of the Executive Board.</p>	<p><del>513</del> There shall be a Chief Executive of the Institute who shall be appointed by the Executive Board. The Chief Executive shall devote <del>his</del> <u>his-the</u> full time to the duties of <del>his-the</del> <u>office</u>, <del>and if</del> <u>if the Chief Executive:</u></p> <ul style="list-style-type: none"> <li>• <u>  </u> becomes bankrupt, or</li> <li>• <u>  </u> -is guilty of misconduct prejudicial to the interests of the Institute or</li> <li>• <u>  </u> -proves incompetent or inefficient in the discharge of <del>his-the</del> <u>his-the</u> duties or</li> <li>• <u>  </u> -wilfully neglects the due performance of <del>his-the</del> <u>his-the</u> duties</li> </ul> <p><u>Then the Chief Executive</u> may be removed from <del>his</del> <u>the</u> office and <del>the</del> <u>his</u> appointment terminated by the Executive Board at a meeting convened with express notice that the question of <del>the his</del> <u>the</u> appointment shall require a resolution passed by not less than three fourths of the members of the Executive Board.</p>	

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<p>54 The Chief Executive shall conduct all the correspondence of the Institute, the Executive Board and the Committees thereof. Subject to the terms of his contract of employment if any, he shall have such other powers and duties as may be vested in him by Regulations.</p>	<p><del>52</del>4 The Chief Executive shall conduct all the correspondence of the Institute, the Executive Board and the Committees thereof. Subject to the terms of <del>his</del><u>the</u> contract of employment if any, <u>the Chief Executive</u> <del>he</del> shall have such other powers and duties as may be <del>vested in him</del><u>provided</u> by Regulations.</p>	<p>Gender neutral language</p>
<p>55 The Chief Executive shall be accountable to the Executive Board in all matters, but if he believes that the Executive Board is acting, or proposes to act, or has acted or proposes to direct him to act, in such a way as would cause the Institute to be in breach of its legal or other responsibilities, he shall bring it to the attention of the Executive Board in writing as soon as possible. If, in such circumstances, the Executive Board acts or proposes to act or directs him to act contrary to his advice, the relevant facts shall be recorded in the minutes of the Executive Board, and his advice and any consequences of such action shall not be a cause of complaint against him.</p>	<p><del>53</del>5 The Chief Executive shall be accountable to the Executive Board in all matters, <del>However, but</del> if <u>the Chief Executive</u> believes that the Executive Board is acting, or proposes to act, or has acted or proposes to direct <del>an him to</del> act, in such a way as would cause the Institute to be in breach of its legal or other responsibilities, <del>this</del><u>he</u> shall <del>be brought</del><u>bring it</u> to the attention of the Executive Board in writing as soon as possible. If, in such circumstances, the Executive Board <del>proceeds</del><u>acts or proposes to act or directs</u> <del>him to act</del> contrary to <del>the</del><u>his</u> advice, the relevant facts shall be recorded in the minutes of the Executive Board, and <del>the</del><u>his</u> advice and any consequences of such action shall not be a cause of complaint against <u>the Chief Executive</u><del>him</del>.</p>	

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<p>ACCOUNTS AND AUDIT</p> <p>64(i) There shall be an Internal Audit Committee and a Remuneration Committee. The Internal Audit Committee shall be entitled to examine any aspect of the Institute’s finance, practice, processes or other activities as it sees fit or as it may be requested. It shall be composed of Institute members appointed in line with Regulations. It shall report to the AGM in writing and shall have the freedom to report to the Executive Board or Advisory Council or any other grouping of the Institute as it may see fit and it shall be provided with the mechanisms to enable this. The Committee shall be defined in Regulation.</p>	<p>ACCOUNTS AND AUDIT</p> <p>624(i) There shall be an Internal Audit Committee and a Remuneration Committee. The Internal Audit Committee shall be entitled to examine any aspect of the Institute’s finance, practice, processes or other activities as it sees fit or as it may be requested. It shall be composed of Institute members appointed in line with Regulations. It shall report to the <u>Executive Board. It shall also provide a report to the</u> AGM in writing and shall have the freedom to report to the <del>Executive Board or</del> Advisory Council or any other grouping of the Institute as it may see fit and it shall be provided with the mechanisms to enable this. The Committee shall be defined in <u>Regulations</u>.</p>	<p>Making it clear the Audit Committee is a sub-committee of the Executive Board, has the obligation to report to the AGM, and the power to report to other groups.</p>
<p>(ii) The Remuneration Committee shall make recommendations to the Executive Board on any changes to Directors salaries and changes to the Institute’s overall salaries budget. It shall be constituted in Regulations.</p>	<p>(ii) The Remuneration Committee shall make recommendations to the Executive Board on any changes to Directors’ salaries and changes to the Institute’s overall salaries budget. It shall be constituted in Regulations.</p>	<p>Grammar</p>
<p>68 The Auditor or Auditors shall be entitled to attend any General Meeting of the Institute and to receive all notices or any other communications relating to any such meeting which members of the Institute are</p>	<p>668 The Auditor or Auditors shall be entitled to <u>attend be present at</u> any General Meeting of the Institute and to receive all notices or any other communications relating to any such meeting which</p>	<p>Use of ‘present’ to allow for virtual General Meetings  Gender-neutral language</p>

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entitled to receive and to be heard at any such meeting which he or they attend on any part of the business of the meeting which concerns him or them as Auditor or Auditors.	members of the Institute are entitled to receive and to be heard at any such meeting which <del>he or</del> they attend on any part of the business of the meeting which concerns <del>him or</del> them as Auditor or Auditors.	
71 A notice may be served by the Institute upon any member personally, by post of courier, or by electronic means, addressed to the member at his recorded address or communication details as appearing in the Register.	<del>6971</del> A notice may be served by the Institute upon any member personally, by post <del>o</del> <u>f</u> courier, or by electronic means, addressed to the member <del>'s at his</del> recorded address or communication details as appearing in the Register.	Correcting a typo ("or" for "of"). Gender neutral language.

### Minerals Reporting

One element of these proposals is to introduce a new set of post-nominals for professionals with a specific competence in minerals reporting.

The Institute of Materials Minerals and Mining (IOM3) was formed in 2002 through the merger of the Institute of Materials (IoMat) and the Institution of Mining and Metallurgy (IMM). Professional Members and Fellows of IOM3 are distinguished by the post nominals MIMMM and FIMMM, respectively. These post nominals not only demonstrate membership status but also, in certain circumstances, that the member has the appropriate knowledge and professional judgement to sign off reports concerning exploration results, mineral resources and ore reserves, commonly known as Minerals Reporting, which are used for investment purposes and company valuations by the stock exchanges on which they are listed. This is a specialised role with significant technical, legal, and financial responsibilities and is governed by a series of international codes. In 2002 members drawn from both the IoMat and IMM were employed in this specialist role.

Since 2002 a number of other professional bodies have merged into IOM3 increasing the technical disciplines through which the membership grades of MIMMM and FIMMM can be awarded, none of which qualifies an individual to undertake Minerals

Reporting. To ensure the public continues to have confidence that the MIMMM or FIMMM undertaking the specialist Minerals Reporting role has the necessary knowledge and professional judgement, IOM3 proposes to distinguish these members from others in the membership through the award of the post nominals MIMMM (MR) and FIMMM (MR), where MR stands for Minerals Reporting. Ideally, these post nominals should be contained within the Bye-laws as proposed above, in order for them to gain the additional protection that follows. However, should that not prove to be acceptable to the Privy Council Office, those parts of the Bye-laws will be removed and the matter dealt with elsewhere.

## Governance Modernisation Phase 3 – Bye-Law Changes

Proposed Alterations to the Bye-laws of the Institute of Materials, Minerals and Mining  
adopted on 19/8/19

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### SCHEDULE

#### REVISED BYE-LAWS OF THE INSTITUTE OF MATERIALS, MINERALS AND MINING

#### “INTERPRETATION

Any words and terms which are defined by the Charter have, unless the context otherwise requires, the same meaning in these Bye-laws and the Regulations.

The following words and expressions used in these Bye-laws and the Regulations shall, except where the context otherwise requires, have the following meanings:

Words	Meanings
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Advisory Council	The Advisory Council of the Institute established pursuant to the Bye-laws.
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Charter	The Charter of the Institute to which these Bye-laws are scheduled as amended from time to time and all Supplemental Charters for the time being in force.
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<del>Disciplines</del>	<del>The disciplines of the Institute are those technical areas in which its members are involved.</del>
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<del>Division</del>	<del>A section of the Institute’s membership interested in a specific technical area.</del>
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Executive Board	The Executive Board of the Institute established pursuant to the Charter.
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<u>In good standing</u>	<u>Members who have no fees owing beyond the grace period determined by the Executive Board and no relevant adverse professional conduct ruling against them</u>
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The Institute	The Institute of Materials, Minerals and Mining constituted by the Charter.
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Laws of the Institute	The Charter, these Bye-Laws, the Regulations and all rules made in accordance with the provisions of the Charter, these Bye-laws and the Regulations.
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<u>Meeting</u>	<u>A meeting with persons physically or electronically present</u>
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Members	The members of the Institute of every grade; the term 'membership' shall be construed accordingly.
Month	A calendar month.
Officers	The President, the Senior Vice-President, the Vice-Presidents, the Honorary Treasurer of the Institute.
Poll	A secret ballot of the relevant members of the Institute conducted for the purposes of and in the manner prescribed by these Bye-laws.

Present For the purposes of meetings, present physically in person and/or present by electronic means in a manner determined by the Executive Board

Profession The profession relating to the objects of the Institute as defined in the Charter.

Recorded address The address of a member for the receipt of communications as last notified to the Institute and recorded in the Register of Members.

Register The Register referred to in Bye-law 2

Regulations Regulations made from time to time by the Executive Board under the Charter and these Bye-laws.

Simple vote A vote taken by a show of hands or other similar technique appropriate to the meeting format

Staff The paid employees of the Institute

In writing All modes of representing words in visible form

Singular expressions include the plural, masculine expressions include the feminine, and references to persons include organisationsing bodies, and, in each case, vice versa.

Headings are inserted for convenience only and shall not affect the meaning of these Bye-laws.

## BYE-LAWS

### MEMBERSHIP

- 1 The Institute shall consist of
  - (a) corporate or voting members who shall be:



- (i) Honorary Fellows
- (ii) Fellows and Fellows (Minerals Reporting)
- ~~(iii) Professional Members~~
- ~~(iiiiv) Members and Members (Minerals Reporting)~~
- (iv) Associate Members
- (vi) Technician Members
- (b) and such non-corporate (or non-voting) members as shall be determined by the Executive Board from time to time. ~~non-corporate members who shall be:~~
  - ~~(i) Companions~~
  - ~~(ii) Affiliates~~
  - ~~(iii) Graduates~~
  - ~~(iv) Students~~

2 The Institute shall establish and maintain a Register containing the name, together with the grade for the time being, of each of the members of the Institute and their recorded address and contact details.

3 The privileges and obligations of members shall be those of the grade assigned to them in such Register, and shall be personal and not transferable.

#### ~~4~~ Admittance of Honorary Fellows

~~4~~ The Executive Board may elect persons for admission to the grade of Honorary Fellow in recognition of distinguished service to the profession or for special service to the Institute. The maximum number of Honorary Fellows shall be prescribed in the Regulations.

#### ~~5~~ Companion

~~The Executive Board may admit as Companion of the Institute persons not eligible for corporate membership, in recognition of their distinguished attainments or their contribution to the advancement of the profession.~~

#### Admittance of Other Members

~~5~~6 The Executive Board may admit to the ~~following~~ grades of the Institute c

~~— Fellow~~

~~Professional Member~~

~~Member~~

~~Associate Member~~

~~Technician Member~~

~~Affiliate~~

~~Graduate~~

Candidates who have satisfied such academic, training, experience and competence requirements as the Executive Board may ~~by Regulations~~ from time to time prescribe.

#### ~~7~~ Students

~~The Executive Board may admit as Students any persons who have established to the satisfaction of the Executive Board that they are bona fide students following an approved course of study leading to a qualification recognised for admission to one of the grades of member of the Institute, provided that no person shall remain in the category of Student for more than seven years.~~

### DESCRIPTION AND DESIGNATORY LETTERS

~~68~~ Members may use the title of the grade to which they belong or its appropriate abbreviation as shown below and shall not use any other title or abbreviation to describe their membership of the Institute:

Honorary Fellow	Hon-FIMMM
Fellow	<del>—</del> FIMMM
<u>Fellow (Minerals Reporting)</u>	<u>FIMMM(MR)</u>
<del>Professional</del> Member	MIMMM
<u>Member (Minerals Reporting)</u>	<u>MIMMM(MR)</u>
Associate Member	<del>A</del> MIMMM
<del>Graduate</del>	<del>Grad</del> IIMMM
<del>Professional Graduate</del>	<del>ProfGrad</del> IIMMM
Technician Member	TIMMM

### AFFILIATE ORGANISATIONS

~~79~~ The ~~Executive Board may~~ re shall be power by Regulations to provide for the association of organisations with the Institute in such manner as the Executive Board may from time to time determine and with such privileges and rights as the Executive Board shall think fit; provided that no organisation so becoming associated as aforesaid shall be a member of the Institute for any purpose of the Laws of the Institute.

### EXAMINATIONS AND ACCREDITATIONS

~~108~~ (a) The Executive Board shall ~~determinemake~~ and publish ~~conditions~~Regulations for educational requirements and experience for candidates seeking to become members of the Institute and shall accredit courses offered by educational establishments to meet the academic requirements for Institute membership.

(b) The Executive Board may cause examinations or other assessments to be held for candidates seeking to become members of the Institute. The syllabi and methods of conducting such examinations or assessments shall be publishedset out in Regulations.

## ELECTION AND TRANSFER OF CORPORATE AND NON-CORPORATE MEMBERS

~~911~~ The Executive Board Regulations shall prescribe the procedure to be adopted for the admission of persons to each grade of membership or on transfer from one grade to another and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper standards and practices of the profession as may be thought appropriate.

### SUBSCRIPTIONS

~~102~~ The Executive Board shall from time to time by resolution determine the annual subscriptions, if any, payable by members.

~~113~~ Subscriptions (or a pro rata proportion) shall be due immediately upon election or transfer to any grade and thereafter shall be due as the Executive Board shall prescribe.

~~124~~ The Executive Board may in any special case, where in its opinion it is desirable to do so, reduce or remit the annual subscription or the arrears of any annual subscription payable by any member of any grade and reduce or remit the entrance fee which would otherwise be payable on re-election by any person who has previously been a member.

~~135~~ A person shall continue to be a member of the Institute only for so long as ~~he~~ they shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions appropriate to ~~his~~ their particular grade as shall for the time being be prescribed by or in accordance with these Bye-laws.

~~146~~ A person shall cease to be a member of the Institute on their death or in any of the following cases:

- (a) If ~~he~~ they shall fail for a period determined by the Executive Board and not exceeding nine months to pay all subscriptions and fees for the time being due from ~~him~~ them to the Institute.
- (b) If ~~he~~ they shall resign by giving written notice thereof to the Chief Executive, giving two calendar months' notice.
- (c) If ~~he~~ they shall be removed from membership of the Institute following a decision of a disciplinary committee in accordance with the Regulations.

Cessation of the membership under (a) or (b) above shall not take effect until any complaint made against that member in respect of their behaviour in relation to the Code of Professional Conduct has been dealt with under the Disciplinary Procedure.

Provided that the Executive Board may in any case in its discretion resolve that the membership of any member shall, notwithstanding the happening of any of

the events specified herein, continue either unconditionally or subject to such conditions as the Executive Board may from time to time prescribe.

157 Persons who cease from any cause to be members of the Institute shall remain liable for all sums owing by them to the Institute, whether by way of subscription or otherwise, and no such persons shall be entitled to recover any part of the subscription that they may have paid.

## CONDUCT

168 Every mMembers of the Institute shall at all times so order his their conduct as to safeguard the public interest in matters of competence in professional practice, safety and health and otherwise and to uphold the standing and reputation of the profession. They shall exercise their professional skill and judgement to the best of their ability, discharge their professional responsibilities with integrity, and comply with the Codes of Professional Conduct of the Institute as set out in Regulations. These Regulations shall include any additional conduct requirements for registrations or qualifications granted to that member by the Institute under license from another body.

179 Disciplinary procedures to be followed in case of complaint against a member shall be set out in the Regulations. Every member against whom a complaint is raised shall be deemed to remain a member until such time as the Disciplinary procedure is completed.

## EXECUTIVE BOARD

### MEMBERSHIP OF THE EXECUTIVE BOARD

1820 The following office holders will be eEx-oOfficio mMembers of the Executive Board:

- (a) the President
- (b) the Senior Vice-President and two Vice-Presidents
- (c) the Honorary Treasurer
- (d) The Chairchairmen of the foursix main boards:
  - Commercial Activities to M Communications Board (CAB)
  - Technical Technology Communities Board
  - International Affairs Board
  - Members' Board (MB)
  - Professional Standards and Development Board (PSDB)
  - Technology Communities Board (TCB)
  - Younger Members Board (if a Corporate Member)
- (e) The Chair of the International Affairs Committee (IAC)
- (f) The Chair of the Student and Early Career Committee (SECC)
- (g) The most recent Past President to have held office

(hf) Two members of the Advisory Council appointed by the Advisory Council according to Regulations.

Holders of the offices in (a), (b), (d), (e) and (g) must be corporate members of the Institute.

~~219~~ The Executive Board may appoint not more than two additional members for the period of one year.~~Co-opted Members~~

~~(a) Not more than 2 appointed by the Executive Board for the period of one year.~~

~~(b) Chairman of the Younger Members Committee if not a corporate member~~

~~202~~ No person shall be a member of the Executive Board or be capable of continuing to be a member of the Executive Board unless being a corporate member in good standing of the Institute, ~~except for co-opted members. Co-opted members shall not have a vote on Council~~the Executive Board and shall not be included in determining whether a quorum is present. No persons shall take up their place on the Executive Board until they have undergone such induction as the Executive Board shall from time to time decide and as set out in Regulation.

~~213~~ Subject to the requirements of these Bye-laws the Executive Board may from time to time and at any time fill any casual vacancy in their number provided that the prescribed maximum for any category of Executive Board membership shall not be exceeded, and any person so appointed by the Executive Board shall retire at the conclusion of the Annual General Meeting next following appointment.

~~224~~ No member of the staff of the Institute shall be eligible to become a member of the Executive Board.

## OFFICERS

~~235~~ The Officers of the Institute shall be the President, the Senior Vice-President, the Vice Presidents and the Honorary Treasurer of the Institute for the time being appointed by the Executive Board. All shall be ~~corporate members~~ in good standing of the Institute and the President and Vice-Presidents shall be corporate members of the Institute.

~~246~~ Each Officer shall be appointed and shall serve a term of office in accordance with Regulations made from time to time by the Executive Board.

## ADVISORY COUNCIL

~~257~~ There shall be an Advisory Council to advise the Executive Board on major strategic decisions and strategic planning and with other duties set out from time to time in Regulations.

~~268~~ The following officers shall be ex-officio officers of the Advisory Council: President, Senior Vice-President, Vice Presidents and Honorary Treasurer.

~~279~~ The ~~chairman~~Chair shall be the President or, ~~if absent, in his absence~~ the most senior Vice-President present.

~~2830~~ Additional membership of the Advisory Council and terms of office shall be set out from time to time in Regulations.

~~2931~~ The Advisory Council shall meet with a frequency as set out from time to time in Regulations.

## NOMINATIONS TO OFFICER AND BOARDS

~~302~~ Nominations to Officer of the Institute and to chairs of the main boards of the Institute shall be determined by a Nominations Committee which shall comprise the President, Senior Vice-President, Immediate Past President and three members of the Advisory Council who are not members of the Executive Board. The methods of appointment of the three Advisory Councillors and any additional duties or procedures required of the Nominations Committee shall be identified in Regulations.

## PROCEEDINGS OF THE EXECUTIVE BOARD

~~313~~ The proceedings of each meeting of the Executive Board including the period of notice of meeting to be given to members of the Executive Board; the person to act as ~~Chairman~~Chair at meetings of the Executive Board; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Eight voting members of the Executive Board shall constitute a quorum. Executive Board shall normally meet at least ~~three-six~~ times per calendar year.

## POWERS OF EXECUTIVE BOARD

~~324~~ The business of the Institute shall be managed by the Executive Board, the members of which (~~except for the co-opted members, see Bye Law 22~~) shall be the charity trustees of the Institute, which may exercise all such powers on behalf of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not required to be exercised or done by the Institute in General Meeting, subject nevertheless to any requirements of these Bye-laws and to the provisions of any statutes for the time being in force and affecting the Institute.

~~335~~ Subject to any conditions attached to any gifts to the Institute, all monies received by the Institute and not required for the purpose of payment of interest on borrowed monies, and working and establishment expenses, and the cost of management, maintenance and upkeep of property of the Institute shall be

applied by the Executive Board in furthering the objects of the Institute and may pending such application (but subject to the provisions of the Charter), be invested in such securities or investments as the Executive Board shall see fit.

346 The Executive Board shall appoint as investment managers for the Institute a person, firm or company who it is satisfied after due enquiry is properly qualified and authorised to act in this capacity. Regulations shall govern the delegation of power to buy and sell investments.

357 The Executive Board may delegate any of its powers to committees consisting of such members of the Institute or others as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may from time to time be imposed by the Executive Board.

### CESSATION AND DISQUALIFICATION OF MEMBERS OF EXECUTIVE BOARD

368 (a) The Office of a member of the Executive Board shall be vacated if ~~he that~~ person:

- (i) ceases to be a member in good standing of the Institute;
- (ii) by notice in writing to the Chief Executive resigns ~~his that~~ Office;
- (iii) ~~has a receiving order made against him~~ becomes bankrupt or enters an arrangement with creditors or otherwise becomes ineligible to serve as a charity trustee;
- (iv) becomes incapable by reason of mental disorder;
- (v) under these Bye-laws, is found to have materially breached the Code of Professional Conduct;
- (vi) is removed from that Office at a meeting of the Executive Board convened with express notice that the question of removal from Office shall be considered. The Trustee shall be invited to attend that meeting and shall be given the opportunity to answer any complaint about performance as a Trustee. A removal under this subparagraph shall require a resolution passed by not less than three fourths of the members of the Executive Board (not including the person in question) shall have been absent from three consecutive meetings of the Executive Board (otherwise than through illness or other reasonable cause) and the Executive Board shall resolve to terminate his membership; or
- (vii) reaches the end upon expiration of the term of appointment office for which he was appointed.

(b) An Executive Board member shall be responsible for advising the Chief Executive of any reason why they might become disqualified as soon as practicable.

379 Notwithstanding the provisions of Bye-Law 368, the corporate members of the Institute in an Extraordinary General Meeting may by special resolution remove

any member of the Executive Board from ~~his~~ their membership of the Executive Board before the ~~end~~ expiration of ~~his~~ the period of office by a two-thirds majority of the members entitled to vote in accordance to Bye-Laws ~~457~~ & ~~479~~.

## GENERAL MEETINGS OF THE INSTITUTE

~~3840~~ The ~~G~~ general ~~M~~ meetings of the Institute shall be the Annual General Meeting ~~and~~ Extraordinary General Meetings ~~and Ordinary General Meetings~~. All members of the Institute shall be entitled to receive notice of and to ~~attend~~ be present at all General Meetings of the Institute, but only corporate members shall be entitled to vote at any General Meetings of the Institute.

~~3941~~ An Extraordinary General Meeting of the Institute may be convened at any time by the Executive Board or by requisition of members in accordance with the Regulations.

~~402~~ The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time, manner, and place as may be determined by the Executive Board, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

~~413~~ The Annual General Meeting shall be for the purpose of transacting the following business:-

- (a) Receiving and considering the report of the Executive Board on the activities of the Institute;
- (b) Receiving and considering the accounts of the Institute;
- (c) Receiving a report of the appointment of Officers and election of members of the Executive Board and Advisory Council;
- (d) Appointing the Auditors; and
- (e) Any other business.

~~442~~ The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS

~~435~~ At any General Meeting 20 corporate members ~~personally~~ present shall be a quorum.

~~446~~ If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of corporate members, shall be dissolved. In any other case it shall stand adjourned.

~~475~~ Subject to a poll being demanded, every question to be decided by any General Meeting shall be decided on a simple voteshow of hands, and every corporate



member ~~personally~~ present or by proxy shall be entitled to one vote on each matter voted upon. ~~All questions shall require a simple majority with the exception of those~~ on motions brought at an EGM requisitioned by the membership or concerning the enactment, amendment or repeal of Regulations proposed by the Executive Board ~~which~~ shall require a majority of two thirds. All other questions shall require a simple majority. ~~On a poll every corporate member who is present in person or by proxy shall have one vote~~. In the case of equality of votes where a simple majority is needed the ChairmanChair shall be entitled to a second or casting vote.

~~486~~ No poll shall be taken as to the election of a ChairmanChair or the appointment of scrutineers or on a question of adjournment and, notwithstanding a demand for a poll, the meeting shall continue for the transaction of business other than the question in respect of which a poll has been demanded.

~~479~~ Unless a poll be demanded (before or on the declaration of the result of the ~~show of hands~~simple vote) by the ChairmanChair or by at least 20 Corporate Members of the Institute present ~~or represented in person or~~ by proxy, a declaration by the ChairmanChair that on a ~~simple vote~~show of hands a resolution has been carried or carried by a particular majority, or lost, and entry to that effect made in the minutes of the proceedings shall be conclusive evidence of the fact so declared without proof of the number or proportion of votes given for or against the resolution.

~~4850~~ Subject to the Charter and these Bye-laws, the following matters relative to General Meetings shall be governed by Regulations:

- (a) The extent, if at all, to which members who are in arrears with subscriptions or other payments shall be entitled to vote;
- (b) the appointment of a ChairmanChair of each meeting;
- (c) the procedure for the conduct of a poll and the appointment of a proxy;
- (d) the circumstances in which and the means by which a meeting may be adjourned;
- (e) the period, which shall be not less than 21 days, and form of notice of every meeting to be given to each member entitled to attend-be present thereat.

~~4951~~ No objection shall be made to the validity of any vote except at a meeting at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The ChairmanChair of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.

## THE SEAL

~~502~~ The Seal of the Institute shall not be affixed to any instrument except by the authority of the Executive Board as set out in Regulations and in the presence of at least two members of the Executive Board and of the Chief Executive. The said

members and the Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence.

## THE CHIEF EXECUTIVE AND STAFF

513 There shall be a Chief Executive of the Institute who shall be appointed by the Executive Board. The Chief Executive shall devote ~~his~~ full time to the duties of ~~the his~~ office, ~~and if the Chief Executive:~~

- ~~he~~ becomes bankrupt, or
- ~~is~~ is guilty of misconduct prejudicial to the interests of the Institute or
- ~~proves~~ proves incompetent or inefficient in the discharge of ~~his the~~ duties or
- ~~wilfully~~ wilfully neglects the due performance of ~~his the~~ duties

~~Then the Chief Executive~~ may be removed from ~~his~~ office and ~~the his~~ appointment terminated by the Executive Board at a meeting convened with express notice that the question of ~~his the~~ appointment shall require a resolution passed by not less than three fourths of the members of the Executive Board.

524 The Chief Executive shall conduct all the correspondence of the Institute, the Executive Board and the Committees thereof. Subject to the terms of ~~his the~~ contract of employment if any, ~~the Chief Executive he~~ shall have such other powers and duties as may be ~~provided vested in him~~ by Regulations.

535 The Chief Executive shall be accountable to the Executive Board in all matters. ~~However, but if the Chief Executive~~ believes that the Executive Board is acting, or proposes to act, or has acted or proposes to direct ~~an him to~~ act, in such a way as would cause the Institute to be in breach of its legal or other responsibilities, ~~this he~~ shall ~~be brought bring it~~ to the attention of the Executive Board in writing as soon as possible. If, in such circumstances, the Executive Board ~~proceeds acts or proposes to act or directs him to act~~ contrary to ~~the his~~ advice, the relevant facts shall be recorded in the minutes of the Executive Board, and ~~the his~~ advice and any consequences of such action shall not be a cause of complaint against ~~the Chief Executive him~~.

## FINANCE

546 The funds of the Institute shall, in accordance with the Charter, be applied with a view to the promotion of the objects of the Institute. The administration of all funds of the Institute shall be the responsibility of the Executive Board which shall prescribe Regulations as appropriate notwithstanding the specific requirements of the following Bye-laws. All monies and assets of the Institute shall be held in the name of the Institute which shall not prevent the Executive Board from appointing investment managers.

557 The Executive Board shall prescribe by Regulations the persons or committees which shall have power to give receipts for money and to sign cheques or

authorise electronic payments and to enter into contracts and to impose liabilities upon the Institute and to pledge the credit of the Institute. This number shall be no less than two.

~~568~~ The Executive Board shall likewise have power by Regulations to determine that a Reserve Fund shall be created for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Institute or to be used as a sinking fund to pay off encumbrances of the Institute or for any other purpose of the Institute which the Executive Board shall think appropriate.

## ACCOUNTS AND AUDIT

~~579~~ The Executive Board shall comply with the accounting and reporting requirements of charity and other legislation in England and Wales relevant to the Institute with regard to the:

- (a) Keeping of accounting records for the Institute;
- (b) Preparation of annual statements of account for the Institute;
- (c) Auditing of the statements of account of the Institute;
- (d) Preparation of the annual trustees' report to be combined with annual statements of account and auditors' report thereon.

~~5860~~ The accounting records shall be kept in such place as the Executive Board shall determine and shall be open to inspection by the members of the Executive Board and the Institute's Audit Committee during normal business hours. Accounting records are not routinely available to members.

~~5964~~ At the Annual General Meeting in every year the Executive Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than eleven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be notified and made available to all corporate members and others statutorily entitled to these documents not less than twenty-one clear days before the date of the Annual General Meeting.

~~602~~ Once at least in every year the accounts of the Institute shall be audited and the correctness of all statements therein ascertained by the Auditors properly and appointed in accordance with the legislation relevant to the Institute.

~~613~~ If the Office of Auditor or Auditors shall become vacant before the expiration of ~~his or~~ their period of office the Executive Board shall forthwith appoint an Auditor or Auditors in ~~his or~~ their place for the remainder of such period.

- 624 (i) There shall be an Internal Audit Committee and a Remuneration Committee. The Internal Audit Committee shall be entitled to examine any aspect of the Institute's finance, practice, processes or other activities as it sees fit or as it may be requested. It shall be composed of Institute members appointed in line with Regulations. It shall report to the Executive Board. It shall also provide a report to the AGM in writing and shall have the freedom to report to the ~~Executive Board or~~ Advisory Council or any other grouping of the Institute as it may see fit and it shall be provided with the mechanisms to enable this. The Committee shall be defined in Regulations.
- (ii) The Remuneration Committee shall make recommendations to the Executive Board on any changes to Directors' salaries and changes to the Institute's overall salaries budget. It shall be constituted in Regulations.
- 635 The Auditor or Auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institute and shall be entitled to require from the Officers and staff such information and explanations as may be necessary for the performance of ~~his or~~ their duties.
- 646 An Auditor may resign by notice in writing addressed to the ~~chairman~~ Chair of the Audit Committee and the Chief Executive.
- 657 The Auditor or Auditors shall make a report to the Institute in General Meeting on all annual accounts of the Institute, of which copies are to be laid before the Institute in General Meeting during ~~his or~~ their tenure of office, and the report shall so far as relevant contain statements as to the matters mentioned in all relevant statutes.
- 668 The Auditor or Auditors shall be entitled to ~~attend~~ be present at any General Meeting of the Institute and to receive all notices or any other communications relating to any such meeting which members of the Institute are entitled to receive and to be heard at any such meeting which ~~he or~~ they attend on any part of the business of the meeting which concerns ~~him or~~ them as Auditor or Auditors.

## INDEMNITY

- 679 Each member and officer of the Institute, each member of the Executive Board and each member of any committee or other body appointed in pursuance of the Laws of the Institute, shall be indemnified by the Institute out of its funds and property in respect of personal liability for any loss, damage or expense whatsoever incurred through any act or omission of such member or officer, whether within such member's or officer's powers under the Laws of the Institute or not, committed in good faith in the course of such member's or officer's duties carried out for the purposes or benefit of the Institute.

~~6870~~The Executive Board may purchase indemnity insurance in respect of its obligations under Bye-law ~~679~~.

## NOTICES

~~6971~~A notice may be served by the Institute upon any member personally, by post or~~f~~ courier, or by electronic means, addressed to the member'~~s-at-his~~ recorded address or communication details as appearing in the Register.

~~702~~ A notice served by post shall be deemed to have been served seven days after the envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post as a prepaid letter. A notice served by electronic means shall be deemed to have been served one day after the notice was identified as sent unless the electronic system used has identified the message as undeliverable." ~~:-~~