

Regulations of the Institute of Materials, Minerals and Mining

As of November 2023

| | | |
|----------------|---|----|
| Regulation 1. | The Admission and Number of Honorary Fellows (Bye-Law 4) | 2 |
| Regulation 2. | Recruitment to Active Supporter and Volunteer Roles in IOM3 Governance | 3 |
| Regulation 3. | No Regulation | 7 |
| Regulation 4. | Affiliation of Organisations to the Institute (Bye-Law 9)..... | 8 |
| Regulation 5. | No Regulation | 10 |
| Regulation 6. | Disciplinary and Appeals (Bye-Laws 15(c), 18) | 11 |
| Regulation 7. | Code for Professional Conduct (Bye-Law 17) | 17 |
| Regulation 8. | Appointment of Advisory Council Members to the Executive Board (Bye-Law 19(h)) | 24 |
| Regulation 9. | Trustee Induction..... | 25 |
| Regulation 10. | Appointment of Institute Officers (Bye-Law 24)..... | 28 |
| Regulation 11. | The Advisory Council (Bye-Laws 26-30)..... | 29 |
| Regulation 12. | Nominations Committee (Bye-Law 31) | 31 |
| Regulation 13. | Conduct of Executive Board Meetings (Bye-Law 32)..... | 33 |
| Regulation 14. | Executive Board – Delegation of Powers (Bye-Law 36 and 37) | 35 |
| Regulation 15. | General Meetings (Bye-Laws 40, 47 & 49) | 36 |
| Regulation 16. | The use of the Institute Seal (Bye-Law 51)..... | 38 |
| Regulation 17. | The Powers and Duties of the Chief Executive (Bye-Laws 52, 53 & 54)..... | 39 |
| Regulation 18. | Finance (Bye-Laws 55-7)..... | 42 |
| Regulation 19. | Internal Audit Committee (Bye-Law 63(i)) | 47 |
| Regulation 20. | Remuneration Committee (Bye-Law 63(ii))..... | 50 |
| Regulation 21. | Finance Committee..... | 52 |

Regulation 1. The Admission and Number of Honorary Fellows (Bye-Law 4)

1.A. Election

1.1. Honorary Fellows are elected to this grade of membership in recognition of distinguished service to the profession or for special service to the Institute. The focus is on individuals who are mid- to late-career, with the potential to make an outstanding contribution to the development of IOM3 or to its sectors and technical areas.

1.2. Honorary Fellows enjoy free subscriptions for life and are entitled to use the special post-nominal designation HonFIMMM (Bye-Law 6).

1.3. The Executive Board will normally consider such elections on the recommendation of the Awards Committee, which in turn will normally act on the advice of the Nominations Committee.

1.B. Maximum Number of Honorary Fellows

1.4. In view of its importance, the maximum number of holders of the grade of Honorary Fellow is limited to 25. If, due to mergers, the number rises above 25 then only one new Honorary Fellow may be elected for each four who leave the register of Honorary Fellows.

1.C. Cessation of Honorary Fellows

1.5. A member will cease to be an Honorary Fellow if that person:

- (i) resigns that membership by notice in writing to the Chief Executive;
- (ii) is found to have materially breached the Code of Professional Conduct in a manner that normally would be sanctioned by removal of membership; or
- (iii) dies.

1.D. Amendment and Adoption of these Regulations

1.6. These Regulations may be amended by the Executive Board.

1.7. This version was adopted in July 2023.

Regulation 2. Recruitment to Active Supporter and Volunteer Roles in IOM3 Governance

2.1. This Regulation applies to Active Supporter and Volunteer (ASV) roles in governance positions in IOM3. These are normally filled by IOM3 members in good standing at any grade. It does not apply to non-governance roles such as accreditation assessors, professional review interviewers, conference organising committee members and other, similar roles.

2.A. General Process

2.A.i. Advertising

2.2. Most active supporter and volunteer roles in governance should normally be advertised in IOM3 member magazines, on the website and in social media.

2.3. Adverts should normally be open for at least three weeks after the approximate date of arrival of the relevant member magazine with members. The standard wording on equity, diversity and inclusion (EDI) should always be included, as should a contact for further information.

2.4. All applicants should be asked for a CV and a statement setting out their motivation and qualifications for the role, how they will seek to deliver the charitable objectives of IOM3 and support members, and what they will do to promote EDI.

2.A.ii. Selection Panel

2.5. Selection panels should normally be three people, and never fewer than two. All efforts should be made to ensure that no panel is single gender. Other diversity aspects should be considered where possible.

2.6. Table 1 sets out the ideal panel composition for recruitment to roles in the top levels of governance that are made via this process. This does not include those appointed via a process set out in the Bye-laws or Regulations¹, or the exceptions mentioned above. It does include the Vice-President, the Honorary Treasurer, roles on the Audit and Awards Committees, and on the Main Boards².

¹ That is, the memberships of the Executive Board, Advisory Council and of the Nominations and Remuneration Committees.

² Commercial Activities, Education & Outreach, Members', Professional Standards & Development and Technology Communities Boards

It also includes all Main Board committee Chairs³ (except those that are also Trustees – Student & Early Career Committee, SEC, and the International Affairs Committee, IAC) and some Main Board committee members and other roles.

2.A.iii. Sift and Interview

2.7. The panel will sift applications and decide who should be interviewed. Interviews will normally take place on line and will normally be for 30-45 minutes. The same panel should normally be involved with each interview. The Nominations Committee representative will produce an agreed report for the next stage, which will identify those applicants deemed suitable for appointment and, where appropriate, a ranking.

2.A.iv. Executive Board Appointments

2.8. The panel report will be shared with the Nominations Committee, who will decide what recommendation to make to the Executive Board. The EB in turn will make (or not) the appointment based on that recommendation and the report. Other documentation (CVs, etc) will be made available on request.

2.A.v. Main Board Appointments

2.9. The panel report will be shared with the CEO (as representative of the Nominations Committee). If there are no concerns as to process, the Main Board will then make the appointment.

2.A.vi. Data Retention

2.10. In line with the IOM3 data retention policy, all unsuccessful applications will be deleted two years later.

2.B. Exceptions

2.11. The main exceptions are:

- Vice-Chair of the Student & Early Career Committee.
This person is proposed by the SEC Committee following an internal vote and is appointed (or not) by the Executive Board (EB).

³ Technical Community Leadership Teams, Member Networks, Local Affairs Committee, Professional Standards and Commercial Activities committees

- Members of the Student & Early Career Committee.
Roles on the SEC Committee should normally be advertised. Appointment is made by the Committee.
- Members of Technical Community Leadership Teams (TCLT).
These may be recruited by advertising, but this is not required. Appointment is by the Chair of the TCLT.
- Member network committee members (except SEC).
These may be recruited by advertising, but this is not required. Appointment is by the Chair of the member network committee.

2.C. Amendment and Adoption of these Regulations

2.12. These Regulations may be amended by the Executive Board.

2.13. This version was adopted in July 2023.

Table 1: Selection Panel Composition

| Role | Interview Chair | NomCom Representative ⁴ | Third Interviewer (if used) |
|---|------------------------------|------------------------------------|------------------------------------|
| Appointments by EB (on recommendation from Nominations Committee) | | | |
| Vice-President | Chair of EB | CEO | President |
| Honorary Treasurer | Chair of EB | Finance Director | President or HT |
| Main Board ⁵ or IAC Chair | Chair of EB | CEO | President or Senior Vice-President |
| Main Board member | Chair or Vice-Chair of Board | CEO or relevant Director | Member of Board or EB |
| Audit Committee Chair | Chair of EB | Finance Director | Honorary Treasurer or President |
| Audit Committee member | Chair of Committee | Finance Director | Member of Committee or HT |
| Awards Committee member | Chair of Committee | CEO | Member of Committee or EB |
| Main Board Committee ⁶ Chair | Chair or Vice-Chair of Board | CEO or relevant Director | Member of Committee or Board |
| Appointment by relevant Main Board (process overseen by Nominations Committee) | | | |
| CAB Committee member | Chair of Committee | CEO or Director of Operations | Member of Committee or CAB |
| MB Committee member | Chair of Committee | Relevant Director | Member of Committee or MB |
| PSDB Committee member | Chair of Committee | Director of Membership | Member of Committee or PSDB |
| PSDB External Roles ⁷ | Chair of PSDB | Director of Membership | Chair or Member of Committee |

⁴ May be delegated

⁵ CAB, E&O, MB, PSDB & TCB

⁶ Technical Community Leadership Teams, Member Networks, Local Affairs Committee, Professional Standards and Commercial Activities committees

⁷ For example, Engineering Council roles (except EngC Trustee)

Regulation 3. No Regulation

Regulation 4. Affiliation of Organisations to the Institute (Bye-Law 9)

4.1. Bye-law 9 allows IOM3 to accept other organisations as affiliated bodies. This Regulation sets out the general criteria by which organisations are accepted as affiliated bodies of IOM3.

4.2. This Regulation does not cover purely commercial relationships (e.g. purchase or supply contracts), sponsorship, licensed activity, policy partnerships (e.g. National Engineering Policy Centre), IOM3 membership of other bodies (e.g. FEMS, GMPA), relations with Livery Companies, etc.

4.3. Only organisations whose activities, values and purposes are consistent with those of IOM3 may become affiliated. All organisations wishing to become affiliated must sign the affiliation agreement relevant to their category. These agreements must set out the terms, rights and obligations of each party and will normally be the same for every organisation within a given category.

4.A. Categories of Organisations that may Become Affiliated

4.4. The following categories of organisations may seek affiliation to the Institute:

- (i) Not-for-profit societies providing professional and/or learned society services to IOM3 members within defined regions of the UK and in specialist technical disciplines complementary to those of IOM3 ('Local Societies').
- (ii) Not-for-profit organisations providing professional and/or learned society services to IOM3 members within defined regions of the world outside the UK and in specialist technical disciplines complementary to those of IOM3 ('International Societies').
- (iii) Not-for-profit societies providing learned society services to IOM3 members in historical aspects of IOM3 interests ('Historical Societies').
- (iv) Professional bodies or learned societies based outside the UK with a similar technical coverage and service offering to IOM3 ('International Partners').
- (v) Trade associations representing organisations active in areas where members of IOM3 work ('Trade Associations').
- (vi) Commercial organisations that wish to benefit from selected IOM3 services such as reduced advertising rates, etc ('Business Partners').

(vii) Academic institutions such as Universities that wish to benefit from selected IOM3 services such as tailored workshops, etc ('Academic Partners').

(viii) Other organisations the Trustees deem appropriate to affiliate to IOM3 ('Other Organisations').

4.B. Grant Funding of Affiliated Bodies

4.5. Only Local, International, and Historical Societies are potentially eligible to receive grant funding (in cash or kind) from IOM3. This will be to support those of their activities that help deliver the charitable objects of IOM3 on the sharing of knowledge of materials, minerals, and mining and support professionals in materials, minerals, and mining. Such grant funding arrangements will be set out in grant agreements and are only available to those organisations that have affiliated by signing the relevant affiliation agreement.

4.C. Amendment and Adoption of these Regulations

4.6. These Regulations may be amended by the Executive Board.

4.7. This version was adopted in July 2023.

Regulation 5. No Regulation

Regulation 6. Disciplinary and Appeals (Bye-Laws 15(c), 18)

6.A. THE DISCIPLINARY AND APPEALS PROCEDURE AND ITS APPLICATION TO THE MEMBER

6.1. It is essential that the Institute of Materials, Minerals and Mining regulates its membership through appropriate standards. This it does through a Code of Professional Conduct. It must also have the wherewithal to deal in a fair and prescribed manner with members who contravene and transcend the Code of Professional Conduct in addition to making provision for any member who becomes the subject of such proceedings to appeal any decision subsequently made. The Institute has therefore put in place this Disciplinary and Appeals Procedure to support the Code of Professional Conduct.

6.2. When an individual becomes a member, at any grade, of the Institute, they enter into a contract which binds them to uphold the Code of Professional Conduct. As a consequence this makes any member liable to the Disciplinary and Appeals Procedure. The only exceptions to this rule are members acting as trustees of the Institute and members who are paid employees of the Institute. This exemption only covers their actions in discharging their respective roles.

6.3. The purpose of the Institute's disciplinary and appeals procedure is not to punish but to protect and safeguard the public interest. In addition it maintains the high standing and integrity of the Institute, its membership and the wider profession.

6.B. PRINCIPLES OF THE DISCIPLINARY & APPEALS PROCEDURE

6.4. The Disciplinary and Appeals procedure is underpinned by the following principles:

- The proceedings will be conducted in private and be clear, open, fair, unbiased and proportionate.
- All people involved should respect the confidentiality of the proceedings; members will be bound by the Code of Professional Conduct and the IOM3 team by the confidentiality clause in their contracts of employment with the Institute.
- No person should participate in decision-making in more than one stage of the process of any case.
- Whilst the Institute is the owner of the process, it may delegate authority for any part of the process to an appropriate third party.
- Judgement and decision-making may only be undertaken by appropriately qualified persons specifically appointed for the task.

- There is a presumption of innocence until a breach of the Code of Professional Conduct has been admitted or proved. Decisions will be based on the appropriate standard of proof.
- Proved breaches of the Code of Professional Practice may only attract sanctions as allowed by the Bye-Laws.
- Clear timescales will be established and agreed for each stage of the process; progress will be monitored by the Director of Membership and Professional Standards.
- Records will be maintained for a minimum period of 10 years from the conclusion of the process.

6.C. Stages of the Disciplinary and Appeals Procedure

6.C.i. Initial Review

6.5. Once a complaint is received an initial review will be undertaken by a suitably qualified and senior person within the Institute Team appointed by the Chair of the Professional Standards and Development Board (PSDB). This will usually be the Director of Membership and Professional Standards or the Director of Business Support. The Chair of PSDB is a member of the Institute Executive Board and will report directly to this group at appropriate stages. This review will have the purpose of framing the complaint as an alleged breach of the Code of Professional Conduct, collecting initial information, and presenting an advisory summary to the Chair. It is anticipated that this Initial Review take no longer than 60 working days from the first working day after the complaint is received, to its being presented to the Chair. When a complaint is received against a member of the Institute, they will not be allowed to resign their membership nor be lapsed from the membership, through for example non-payment of membership fees.

6.6. Should the Chair decide there is a case to answer, a Preliminary Investigation will be initiated with a suitably qualified Case Officer being assigned from the Senior Team of the Institute Team who will coordinate and administer the process. If the Chair does not believe there is a case to answer, the complaint will be dismissed.

6.C.ii. Preliminary Investigation

6.7. The purpose of the Preliminary Investigation is to investigate the complaint in detail to determine whether the alleged misconduct would, if admitted or proved, lie within the ambit or jurisdiction of the Disciplinary Panel. To enable such a decision to be reached, robust and significant evidence needs to be assembled to assess the validity of the complaint. During this process, the subject of the complaint should be

informed of the complaint and kept informed of developments; evidence submitted by the complainant and the subject shall be disclosed to each other. The Preliminary Investigation is undertaken by a panel of three trained Fellows of the Institute supported by the Case Officer; one of the Fellows will act as Chair of the Preliminary Investigation. None of the Panel members should have a conflict of interest which creates a real danger of bias in respect of either the subject or complainant, or employers of either party.

6.8. The Panel is expected to reach one of two decisions at the conclusion of its investigation: a decision of 'no case to answer' should result in dismissal of the complaint. The subject and the complainant should be informed of the decision and the reason behind it. Records of the complaint including evidence need not be maintained beyond the time limit for any appeal by the complainant. A finding that there was a 'case to answer' should result in referral to a Disciplinary Panel.

6.9. The Preliminary Investigation should also determine whether any criminal or civil court proceedings related to the alleged misconduct are likely or underway. If so, then the disciplinary hearing should not proceed until the court proceedings, including any appeal, are concluded. Where the subject has been convicted of a criminal offence or found liable in a civil court, the disciplinary hearing must separately determine whether the subject's conduct (including, but not limited to, that proven in court) amounts to a breach of the Code of Professional Conduct. An adverse court verdict should not in itself form the basis of a complaint. It is anticipated that the Preliminary Investigation take no longer than 90 working days from the working day following the confirmation of the Preliminary Investigation Panel members.

6.C.iii. Disciplinary Hearing

6.10. The Disciplinary Hearing will be conducted by a Disciplinary Panel consisting of three trained Fellows of the Institute. None of the Disciplinary Panel should have been involved in any of the earlier stages or have a conflict of interest which might create bias in respect of either the subject or complainant, or employers of either party. In more serious cases where a 'license to practise' or potential loss of livelihood is involved, a lay member (a trained individual holding the Fellowship grade of a different professional body) will be included on the Panel. One of the Panel will be appointed by the Chair of PSDB to act as Chair of the Disciplinary Panel. It will be their responsibility to report the findings of the Disciplinary Hearing to the Professional Standards and Development Board. The Disciplinary Hearing is held 'In-camera' and will take place at an Institute office or via secure videoconference.

6.11. The Disciplinary Panel's role is to act as impartial assessors of the complaint. It may request the attendance of any witness it feels is able to clarify or confirm the evidence collected to help it reach a decision.

6.12. It is expected to reach one of two decisions at the conclusion of the hearing: if it finds the 'complaint upheld', it will also decide the sanction against the subject to be proposed to the PSDB (see Section 6.C.vi); if it finds the 'complaint unproven', it will be dismissed.

6.C.iv. *Disciplinary Process*

6.13. This involves the collection, examination, and clarification of evidence. Prejudicial material that is irrelevant to the 'case to answer' will not be presented as evidence. The subject and complainant should have timely access to all evidence and responses. Where the complaint relates to matters of a specialised technical nature, the Disciplinary Panel may engage an expert technical witness. The Disciplinary Panel may decide after examining the evidence, or in more serious complex cases, organise an extended hearing to which all parties are invited. For extended hearings, consideration may be given to inviting a legal adviser to attend and advise on the legal process but not vote on the decision.

6.14. The subject of the alleged misconduct will be invited to the Disciplinary Hearing. A complainant may be invited to attend to observe the proceedings, at the discretion of the Disciplinary Panel, but not be allowed to speak. They can however be called as a witness. The parties involved will be entitled to bring to the hearing a friend. If the friend is a lawyer, they may speak on the respective parties' behalf. If the friend is a non-lawyer, a 'McKenzie Friend', they may support the respective party, take notes, and quietly provide advice, but may not speak on behalf of the respective party. The cost involved in engaging a friend, be they lawyer or non-lawyer, will be borne by the individual parties.

6.15. Consideration will be given to adjourning the hearing if the subject is unable to be present or represented. If the subject fails to appear on the day of the hearing, a brief adjournment may be considered to allow enquiries to be made.

6.16. The Disciplinary Hearing will be conducted with transparent fairness. It will involve a statement of the complaint by the Case Officer (or their representative) and the evidence to support it (with any cross-examination of the witnesses) followed by a rebuttal by the subject (or their representative) with evidence which is also open to cross-examination. Additionally, evidence may include written statements at the Disciplinary Panel's discretion. Neither party should be ambushed with new evidence

which has not been disclosed in advance. It is anticipated that the Disciplinary Hearing will have been held within 90 working days of the Disciplinary Panel being confirmed.

6.C.v. Burden of Proof

6.17. This will be 'the balance of probabilities', the civil standard. However, in cases where a 'licence to practise' or potential loss of livelihood is involved, the burden of proof will be 'beyond reasonable doubt'.

6.C.vi. Sanction

6.18. It will usually be the responsibility of the PSDB to recommend a sanction to the Executive Board if the 'complaint is upheld' by the Disciplinary Panel. The PSDB will be briefed by the Director of Membership and Professional Standards on the sanctions that can be recommended.

6.C.vii. Right of Appeal

6.19. The right of appeal will be available to the complainant following the Preliminary Investigation and to the subject following the Disciplinary Hearing. Both have 30 working days to lodge their appeals from the date of communication of the respective decisions. The appeal process consists of two parts: leave to appeal and if leave is granted, an independent review of the Preliminary Investigation or the Disciplinary Hearing by an Appeal Panel.

6.C.viii. Leave to Appeal

6.20. This is not granted automatically and specific grounds should be identified usually involving the following:

- Jurisdiction – the complaint fell outside the scope of the Code of Professional Conduct.
- Procedure – correct procedure was not followed.
- Perversity – the decision was perverse in light of the evidence.
- New evidence which could not reasonably have been produced at the original hearing.
- Proportionality – the sanction was disproportionate to the gravity of the breach.

6.21. Leave to appeal may be granted on two or more grounds, but not on an accumulation of individually insufficient arguments under two or more grounds.

6.22. Leave to appeal against 'no case to answer' will be considered by a suitable trained person who is independent of the Institute. They will review the material presented to the Preliminary Investigation, the record of its decision, and any additional

evidence admitted. If the independent reviewer decides there is a 'case to answer', the Institute will refer the case to a Disciplinary Panel.

6.23. Leave to appeal against a Disciplinary Panel decision will be considered by the Chair of the PSDB. If leave to appeal is granted, the Institute will convene an Appeal Panel with minimum delay.

6.C.ix. Appeal Panel & Hearing

6.24. The Appeal Panel will be made up of three trained Fellows of the Institute, who are not members of Council or the PSDB, and who have had no contact with the case before or any conflict of interest which might create bias in respect of either the subject or complainant, or employers of either party. The Chair of PSDB will appoint one of the Panel Chair of the Appeal Panel; it will be their responsibility to report the findings of the Appeal Panel to the PSDB. The Institute might decide to have a legal advisor in attendance. The Appeal Panel will be supported by the Director of Membership and Professional Standards.

6.25. The Appeal Hearing will follow the same principles as the Disciplinary Hearing, modified to suit the accepted grounds for appeal; a full hearing might not be required in all circumstances. It is anticipated that the Appeal Hearing will have been held within 90 working days of the Appeal Panel being confirmed.

6.C.x. Appeal to Licensing Bodies

6.26. This is only available if a member, in losing their membership because of disciplinary action by the Institute also loses their Engineering Council or Society for the Environment registration, and the appeals procedure has been exhausted. In the case of the Engineering Council this is carried out under Engineering Council Regulation 1. In the case of the Society for the Environment, this is carried out under Society for the Environment Regulation 71. This option is not available for registrants of the Science Council.

6.A. Amendment and Adoption of these Regulations

6.27. These Regulations may be amended by the Executive Board.

6.28. This version was adopted in November 2023.

Regulation 7. Code for Professional Conduct (Bye-Law 17)

7.A. ETHICAL BEHAVIOUR AND ITS APPLICATION TO THE MEMBER

7.1. The duty upon members of the Institute to behave ethically is, in effect, the duty to behave honourably; in other words, 'to do the right thing'. At its most basic, it means that a member should be truthful and honest in dealings with clients, colleagues, other professionals and anyone else the member comes into contact with in the course of their duties. Being a professional and a member of a professional body, such as the Institute, is a badge of probity and good faith, and members should do nothing that in any way could diminish the high standing of the profession. This includes any aspect of a member's personal conduct which could give a negative impact upon the profession. The Engineering Council/Royal Academy of Engineering *Statement of Ethical Principles*⁸, the requirements of the Society for the Environment's *Code of Professional Conduct*⁹ and the Science Council's *Model Rules of Conduct* are embedded in this IOM3 Code of Professional Conduct.

7.2. Members should always be aware of the overriding responsibility to the public good. A member's obligations to the client can never override this, and members should not enter undertakings which compromise this responsibility. The 'public good' encompasses care and respect for the environment, and for humanity's cultural, historical and archaeological heritage, as well as the primary responsibility members have to protect the health and wellbeing of present and future generations.

7.B. THE CODE FOR PROFESSIONAL CONDUCT

7.3. To enable members to conduct themselves properly in the performance of their professional duties, the Institute is obliged to provide a Code of Professional Conduct which lays down, both for its members and for the general public, the ethical standards by which its members should abide. The code will apply to all its members, irrespective of their grade, the professional role they fulfil and the country in which they practise. The code contains, first of all, the specific rules of conduct to which members must adhere. The rules cover, in plain language, those basic things that members must do. Where appropriate, there are Policy Statements and Guidance Notes which cover the main areas of professional activity that a member is likely to be involved in and to help them interpret and apply the rules.

7.4. An act which breaches one of the Policy Statements will probably breach the Rule for Professional Conduct to which it applies. However a member will not be

⁸ <https://www.iom3.org/resource/engc-statement-of-ethical-principles-pdf.html>

⁹ <https://socenv.org.uk/code-of-conduct/>

considered necessarily to have breached the Rules for Professional Conduct solely because they have not followed a Guidance Note.

7.5. Many, perhaps most members will pass through their professional lives without ever having to consider whether their actions are in accordance with the Code for Professional Conduct. However the Institute is anxious that any member, who is troubled by an ethical problem, particularly if they are worried about breaching the Rules for Professional Conduct, should be able to discuss their concerns with one or more of the senior members of the Institute. Any member who wishes to do this should contact the Director of Membership and Professional Standards so that arrangements can be made.

7.C. THE RULES FOR PROFESSIONAL CONDUCT

1. All members discharge their professional duties with integrity and shall not undertake work which they are not competent to do.
2. All members shall have full regard for the public interest particularly in relation to matters of health and safety, and in relation to the well-being of future generations.
3. All members shall show due regard for the environment and for the sustainable management of natural resources.
4. All members shall update and broaden their professional knowledge, understanding and skills on a continuing basis and shall give all reasonable assistance to further the continuing professional development of other members of the profession.
5. All members shall notify the Institute if convicted of a criminal offence involving dishonesty or violence, or upon becoming bankrupt or disqualified as a Company Director, or if removed from the membership of another professional body as a consequence of a disciplinary procedure.

7.D. GUIDANCE NOTES ON THE INTERPRETATION AND APPLICATION OF THE RULES FOR PROFESSIONAL CONDUCT

7.D.i. Rule 1: All members shall discharge their professional duties with integrity and shall not undertake work that they are not competent to do.

7.6. Members must carry out their professional duties with complete objectivity and impartiality, and must always declare, and where possible avoid all conflicts of interest.

- 7.7. Members must have due regard to the duty of confidence in relation to all parties with whom they have dealings as part of their professional duties.
- 7.8. Members must at all times have due regard to their duty of care to clients, especially lay clients in domestic or small works engagements.
- 7.9. Terms of the engagement must be put in writing and must state the fees to be charged; whenever practicable these should be issued to the client before the project has begun.
- 7.10. Members not carrying Professional Indemnity Insurance, either personally or through their employers, must advise their clients of the position before accepting the engagement. They must take all reasonable steps to ensure that their prospective clients understand the extent to which they are covered by professional indemnity insurance and must not accept an engagement where there is reasonable doubt that the client does not understand the extent of their professional indemnity insurance.
- 7.11. Members must not have any form of involvement, however indirect, in bribery and corruption. Members should be especially rigorous when operating in countries where the offering and accepting of inducements and favours is endemic.
- 7.12. Members must show due consideration and respect to colleagues and other people, with whom they have dealings in the course of their professional duties, including communication on social media. They must treat all people and organisations equally with respect and without bias and must uphold the legal standing of protected characteristics defined by the 2010 Equality Act.
- 7.13. Members must understand their personal and professional responsibility to the safeguarding of others, particularly vulnerable people and members of minority groups. They must not act in any way or participate in any activity that exploits, harasses or demeans other people or organisations, and leads or attempts to lead to their loss of personal and/or professional dignity and standing.
- 7.14. When commenting on another person's work, a member must advise that person of their involvement, except for routine or statutory checks or where the member's client or employer requires confidentiality.
- 7.15. When competing with other professionals and when taking actions likely to affect adversely the professional or business interests of another person, a member must not act maliciously or recklessly.

7.16. Members must be competent in relation to every project that they undertake. They must ensure that, having regard to the nature and extent of their involvement in a project, they have all the relevant knowledge and expertise. Where appropriate, this may include access to the knowledge and experience of others, or access to other relevant sources of knowledge, in addition to the member's own knowledge and experience. In so doing, they must pay due regard to the laws on data protection, copyright, and the rights of intellectual property. They must disclose, where appropriate, any relevant limitations upon their competence.

7.17. Members who are responsible for the work of others, or who have a management responsibility for other persons, must take responsibility for the work produced. They must ensure that they have the knowledge and expertise to effectively oversee the work for which they are accountable.

7.D.ii. Rule 2: All members shall have full regard for the public interest, particularly in relation to matters of health and safety, and in relation to the well-being of future generations.

7.18. Members must take all reasonable steps to protect the health and safety of members of the public and of those engaged in the project, both during the construction and the operation and maintenance stages. This will include obeying all legislation relating to health and safety but may extend beyond that to all situations in which there is inadequate statutory provision. Members must not enter into any contracts which compromise this overall responsibility.

7.19. Where new or under-tested materials, methods or equipment are being used, members must pay particular attention to the public safety implications, having regard to the possibility that performance of the materials or methods may be worse than forecast. The use of such materials or methods and the risks involved must be drawn specifically to the client's notice.

7.20. Producing competitive bids should not result in the inappropriate exposure to hazard of any person at any time. Members have a duty, as far as is reasonable, to keep abreast of emerging hazards and inform interested parties accordingly.

7.21. Members must take all reasonable steps to manage and limit risk and should act in accordance with the Engineering Council Guidance on Risk. If members are in any doubt about the action they should take, they should seek the advice of the Institute.

7.22. Members should take all reasonable steps to avoid preventable disasters and should act in accordance with the Royal Academy of Engineering Guidelines for

Warnings of Preventable Disasters. If members are in any doubt about the action they should take, they should seek the advice of the Institute.

7.23. Members must take account of the broader public interest – the interests of ‘winners’ and losers’ in any project must be taken properly into account, including the impact on future generations. This must include regard for the impact upon the society and quality of life of affected individuals, groups or communities, and upon their cultural, archaeological and ethnic heritage, and the broader interests of humanity as a whole.

7.24. Members must notify the Institute of any significant breach of the Rules for Professional Conduct by another member and should seriously consider reporting another professional with whom they may be professionally connected, to their professional body if they appear to be breaching the general principles of ethical practice and who is likely to bring the profession into disrepute.

7.D.iii. Rule 3: All members shall show due regard for the environment and for the sustainable management of natural resources.

7.25. Members should act in accordance with the Engineering Council Guidance on Sustainability or, where appropriate, similar guidance from the Society for the Environment or the Science Council. If members are in any doubt about the action they should take, they should seek the advice of the Institute.

7.D.iv. Rule 4: All members shall update and broaden their professional knowledge, skills and competence on a continuing basis, and shall give all reasonable assistance to further the education, training and continuing professional development of other members and prospective members of the profession.

7.26. All members are required to improve and update technical knowledge, and keep abreast of all relevant developments including new or changed statutory provisions and maintain a record of their activities.

7.27. The Institute reserves the right to request the continuing professional development record of any member at any time and failure to comply with such a request may result in disciplinary action.

7.28. Every member has a duty to be proactive in the training and continuing professional development of others, especially those for whom the member has line management responsibility.

7.D.v. Rule 5: All members shall notify the Institute if convicted of a criminal offence involving dishonesty or violence, or upon becoming bankrupt or disqualified as a Company Director.

7.29. Members need not notify the Institute of any parking fines or minor motoring offences. Members must, however, report convictions for dangerous driving or driving whilst under the influence of drugs or alcohol.

7.D.vi. Risk

7.30. Members need to know of the Engineering Council Guidance on Risk. All projects or business ventures involve some sort of risk. Whether a project can be said to have been a 'failure' will depend not only on its performance in simple structural terms. It will be judged according to its lifetime performance in relation to the investment concerned and the negative impact concomitant with every addition to the built environment.

7.31. Any member with a responsibility for a project, or any part of it, must, by maintaining awareness in their discipline, be aware of the risks and their causes and whose is the responsibility for them. Members should be sufficiently familiar with the underlying procedures, processes and mechanisms to analyse their risks, recommend sensible management measures and give informed expert judgements on the causes and probabilities of failure, based on the residual risks. This may involve assistance from trained risk analysts, but the member's responsibility for the judgement is theirs alone.

7.32. No member can be expected to eliminate all risk. But members of the Institute have an ethical responsibility to take all appropriate measures to limit risk, in particular by ensuring that there is adequate risk analysis/assessment and an effective management process during the planning, implementation and post-implementation phases in any project, e.g. through the use of such tools as are designed to evaluate all major risks over the lifetime of a project, including the risk that the net revenue stream may vary significantly from that forecast.

7.D.vii. Preventing Disasters

7.33. Members need to know of the Royal Academy of Engineering Guidelines for Warnings of Preventable Disasters. If a situation is developing which is causing a member concern, the member should not hesitate to consult the Institute for guidance if this is needed. Members working in the UK should be aware of the statutory provisions in the UK enshrined in the Public Interest Disclosure Act 1998, which permit certain disclosures in the public interest and prohibits dismissal in relation to those

disclosures. Further advice is also available from the Engineering Council Guidance on Whistleblowing.

7.34. The responsibility to prevent disasters does not lie simply with those who first become aware that a set of circumstances has arisen which might lead to a disaster. Members who are in senior management positions have a duty to establish procedures so that potentially hazardous situations can be reported to those in a position to take action and ultimately to prevent them becoming actual disasters. They should ensure that all relevant staff are fully versed in these procedures, and they should provide that the lines of communications reach not only those who have the responsibility to take corrective action but also those who can understand the implications of the situation.

7.D.viii. Small Projects

7.35. Unclear terms of engagement in small projects, particularly with small, private or lay clients, can be a common cause of client dissatisfaction, sometimes leading to complaints against members. Members should always make clear at the outset, in simple, layman's language, what the contract will cover and what it will not cover. Members should take all reasonable steps to satisfy themselves that the client fully understands the service that is to be provided.

7.A. Amendment and Adoption of these Regulations

The Executive Board has authority to review and revise these Regulations but must take into account the Royal Charter and Bye-Laws of the Institute, and the requirements of our Licencing bodies.

7.36. This version was adopted in November 2023.

Regulation 8. Appointment of Advisory Council Members to the Executive Board (Bye-Law 19(h))

8.1. The Advisory Council is required to appoint two of its members to serve on the Executive Board.

8.2. One representative shall be from the elected representatives of the membership categories and regional (UK & overseas) groups.

8.3. One shall be from the Technical Communities.

8.4. The appointment shall be by election from amongst those members of the Advisory Council who are not Officers of the Institute. The election shall be by secret ballot overseen by the Nominations Committee.

8.5. Only those individuals who are not precluded from acting as a trustee of a charity may be nominated for election.

8.6. Each candidate for election must be nominated and seconded by other members of the Advisory Council and each shall have the opportunity to distribute a written statement to the Advisory Council in advance of voting.

8.7. The term of office of an Advisory Councillor on the Executive Board shall be not more than 4 years and the term of office shall end when they cease to be members of the Advisory Council. Arrangements shall be made to ensure that one representative changes every second year.

8.8. No individual is eligible to serve more than one term of office consecutively.

8.B. Amendment and Adoption of these Regulations

8.9. Proposals for amendment to these Regulations put forward by the Executive Board must be approved by a General Meeting prior to implementation.

8.10. This version was adopted in September 2021.

Regulation 9. Trustee Induction

9.1. All newly appointed Trustees shall be required to attend an induction session arranged by the Chief Executive prior to taking up their post as a member of the Executive Board.

9.B. Purpose

9.2. To ensure that Trustees understand the objects and governance of the Institute bestowed by its Royal Charter and charity legislation and the individual and corporate obligations of Trustees.

9.C. Mechanism

9.3. To work through and explain the roles and responsibilities of the Institute and its officers, team and supporting organisations (e.g. investment managers, auditors etc). The process should draw upon the Trustee induction document identified below. The process should ensure Trustees understanding of the issues and give them an opportunity to explore any concerns they may have about their role.

9.4. The induction must give Trustees the knowledge necessary for them to properly consider the obligations of Trustee status and to formally accept the roles and responsibilities associated with the post by signing the Institute's register for the purpose.

9.D. Trustee Induction Documents

9.5. These documents will normally either be made available via the IOM3 website or electronically.

9.D.ii. Introductory Document and List of Contents

- Trustee Induction Regulations

9.D.iii. Legal Status and Governance

- Royal Charter and Bye-Laws
- Regulations
- Appropriate guidance on the responsibilities of charity Trustees
- Job description for Chair of Executive Board, President and Honorary Treasurer
- Committee Terms of Reference
- Code of Professional Conduct
- Legislation Governing the activities of the Institute

9.D.iv. Structure and Organisation

- Governance structure diagram or equivalent
- IOM3 team organisational diagram or equivalent
- Names and addresses of regional offices
- List and contact details of current Executive Board members
- Role of Chief Executive (see Regulation 17)

9.D.v. Finances

- Annual report and audited accounts (most recent)
- Finance Regulations, Policy and Control Systems
- System for Trustee subsistence allowance and expenses
- Members' Subscription rates

9.D.vi. Policy and Strategy

- Mission statement
- Strategic plan/business plan

9.D.vii. Professional Advisers

- Solicitor
- Auditor
- Insurance
- Investment managers

9.D.viii. Calendar of Events

- Trustee Meetings
- Primary Committee Meetings
- Annual General Meeting

Included in Institute Governance Handbook

Declaration to be completed and signed by trustees on completion of induction:

I _____, being elected/appointed to Trustee of the Institute of Materials, Minerals & Mining, have been issued with the documents listed in these Regulations and have been inducted into the role of Trustee. This includes an outline of my obligations under statute.

I acknowledge that further guidance is available from the Institute and I shall not hesitate to seek clarification whenever necessary.

Signed _____ Date _____

Clarification on any Governance issues can be obtained from, in the first instance:

The Chief Executive

or, if this is inadequate, The President

9.E. Amendment and Adoption of these Regulations

9.6. These Regulations may be amended by the Executive Board.

9.7. This version was adopted in July 2023.

Regulation 10. Appointment of Institute Officers (Bye-Law 24)

10.1. The Officers of the Institute as identified by Bye-Law 23 are required to be appointed in line with these regulations (Bye-Law 24).

10.2. The Nominations Committee shall be responsible for making nominations for these posts to the Executive Board. Nominees for the President and the Vice-Presidents shall be drawn from the Corporate Membership. The role of Honorary Treasurer need not be a corporate member.

10.3. All shall serve terms of 2 years and all shall be for the same periods commencing on 1 January and ending on 31 December.

10.4. Nominations Committee shall bear in mind in their recommendations the professional standing, integrity, reputation and skills that individuals might bring to the Institute. The Committee shall also bear in mind that the path to President is a long one, with most passing through Vice-President and Senior Vice-President before occupying the post of President and additionally serving for a further two years as Immediate Past-President, a commitment of eight years in all.

10.5. In making a nomination the Committee may take soundings or make enquiries and gain an understanding from the potential nominees, without commitment, that they are comfortable to agree to a significant term of office if selected from a shortlist of potential candidates.

10.6. The Committee shall normally make only one recommendation per vacancy but the Executive Board is not required to accept all nominations and may refer any or all nominations back to the Nominations Committee and may see the shortlist from which the nominated candidate was selected.

10.B. Amendment and Adoption of these Regulations

10.7. These Regulations may be amended by a General Meeting.

10.8. This version was adopted in September 2021.

Regulation 11. The Advisory Council (Bye-Laws 26-30)

11.A. Composition

11.1. The composition of the Advisory Council is set out in Bye-Laws 27-29. The officers of the Institute are specified in Bye-Law 24 and comprise the President, Senior Vice President, two Vice-Presidents and Honorary Treasurer.

11.2. Additionally, there shall be:

- Up to 25 members drawn from the Technical Communities of the Institute.
- The Chairs¹⁰ of the Member Network¹¹ Committees
- 8 members elected from the membership to represent the grades of membership, in proportions agreed by the Advisory Council.
- 6 members elected from the UK regions and 1 overseas.

The Chair of the Executive Board may also attend meetings of the Advisory Council.

11.B. Election

11.3. The elected Advisory Council members shall serve terms of four years with half of the elected members standing down and being replaced every second year. The year shall be the period commencing on 1 January until 31 December.

11.4. It shall be the duty of the Nominations Committee to oversee the elections to the Advisory Council. The ballot shall be a secret ballot of all Members and all Members shall be eligible to stand in at least one category. Elected members of Advisory Council may stand for re-election at the end of their term of office.

11.5. At the creation of the Advisory Council all elected vacancies shall be open for election and from the successful candidates, half of each category shall serve for four years and half for two in order to establish a two-yearly series of elections. The Nominations Committee shall decide how those individuals shall be selected for different terms but shall take into account the need to ensure the maximum continuity of representation. Elected members of the Advisory Council may stand for re-election at the end of their term of office. **Duties**

11.6. The Advisory Council shall consider matters relating to strategic planning for the Institute and all matters concerning the future direction, long term viability and influence for the Institute and shall convey their recommendations and concerns to the Executive Board for consideration.

¹⁰ In exceptional circumstances, the relevant vice-Chair may substitute

¹¹ At the time of adoption, these are ADM3, EMM3, IOM3Pride, SECC and WIM3

11.7. The Advisory Council may receive presentations from staff and volunteers active within the Institute to assist them in their deliberations.

11.8. It shall have secretarial and administrative assistance from the staff of the Institute to maintain records, call and hold meetings and to arrange the procurement of information to further its deliberations.

11.C. Meetings

11.9. The Advisory Council shall meet at least twice in each year at approximately equal intervals.

11.D. Amendment and Adoption of these Regulations

11.10. Changes to these regulations shall be agreed by the Executive Board but shall then additionally be subject to approval by the membership at a General Meeting.

11.11. This version was adopted in September 2021.

Regulation 12. Nominations Committee (Bye-Law 31)

12.1. The Nominations Committee shall lead the process for appointment to the Executive Board, Institute Officers and Chairs of Primary Boards and other Boards which are not already prescribed by regulations or election.

12.B. Membership

12.2. Members of the Nominations committee shall be as follows:

- The President (who should act as Chair of the Nominations Committee)
- The Senior Vice-President
- The Immediate Past President
- Three members of the Advisory Council as appointed by Advisory Council and who are not members of any Institute Board. The normal term of office for members of the Advisory Council on this committee will be four years.

12.C. Attendees

12.3. The Chief Executive, members of the IOM3 staff and other Institute members may be invited to attend to give advice but they must not play any part in decision making.

12.D. Quorum

12.4. The quorum necessary for the business of the meeting shall be four members with no excess of Advisory Council members over Executive Board members.

12.E. Decision Making

12.5. Although the Committee should endeavour to reach a consensus on all issues in the event of a vote where there is an equality of votes for and against a motion the Chair shall have an additional casting vote. No member of the Committee shall participate in any discussion or decision in which they have an interest.

12.6. The Committee shall take such advice as may be necessary in arriving at a recommendation.

12.F. Frequency of meetings

12.7. The Committee shall meet at least twice per year and at other times as particular needs arise.

12.G. Responsibilities:

1. To review annually the structure, size, composition skills and experience of the Executive Board, Advisory Council and other Boards to ensure ongoing and effective leadership of the organisation.
2. To give full consideration for succession planning for senior officers of the Institute and for its senior operating staff, providing proposals to the Executive Board's agreement where appropriate.
3. To review leadership needs of the organisation both in an executive and non-executive capacity.
4. To review the various contributions of Board Chairs and members of Boards to ensure that sufficient involvement and time is being provided to fulfil the obligations of these bodies.
5. To ensure that Board appointments and induction procedures are completed in a formal and thorough manner.
6. To oversee the administration of all elections and ensure that they are fair and in line with the Bye-Laws and Regulations.

12.H. Line of authority

12.8. The Committee will report to the Executive Board.

12.I. Amendment and Adoption of these Regulations

12.9. Changes to these regulations shall be agreed by the Executive Board but shall then additionally be subject to approval by the membership at a General Meeting.

12.10. This version was adopted in September 2021.

Regulation 13. Conduct of Executive Board Meetings (Bye-Law 32)

13.1. These Regulations govern the conduct of all meetings of the Executive Board.

13.2. Meetings of the Executive Board shall be held according to a programme issued at least three months in advance of the year to which it applies. Where an additional meeting is necessary this shall be arranged as far in advance as is practicable. All meetings shall be notified to all members of the Executive Board in writing (by any suitable means) which shall include an agenda, which carries all the primary business of the meeting, and any supporting information papers and reports for the business on the agenda.

13.3. The Executive Board should attempt to settle all questions by discussion and consensus.

13.4. Where informal debate does not lead to consensus it shall be necessary to debate formally with a vote on a motion following the debate. For all decisions on which a vote is taken a simple majority is required except in respect of amendments to regulations where a two thirds majority is required.

13.5. The quorum for a meeting of the Executive Board is set in Bye-law 31. Where a meeting is inquorate the formal business of the meeting shall be carried forward to the next meeting. Nothing however shall preclude an informal discussion on the items included in the agenda.

13.6. The chair shall be taken at all meetings of the Executive Board by the Immediate Past President. In the absence of the Immediate Past President the chair shall be taken by the following officers in this order of precedence, President, the Senior Vice President, a Vice President or any other Trustee agreed by a majority of those present. The chair shall never be taken by an employee in any form of the Institute.

13.7. The Chief Executive shall be in attendance at all meetings of the Executive Board. The Finance Director should also be present.

13.8. Any or all team members in attendance may be instructed to leave the meeting for any items designated by the meeting.

13.9. The Executive Board shall take responsibility for succession planning for the Chief Executive.

13.10. The Chief Executive should keep the Executive Board fully informed about the planning for succession and this should routinely be included on the Executive Board Meeting Agenda (at least annually).

13.B. Amendment and Adoption of these Regulations

13.11. Changes to these regulations shall be agreed by the Executive Board but shall then additionally be subject to approval by the membership at a General Meeting.

13.12. This version was adopted in September 2021.

Regulation 14. Executive Board – Delegation of Powers (Bye-Law 36 and 37)

14.1. The Executive Board may delegate any of its powers to groups or individuals as may be advisable for the efficient running of the Institute. Such delegation may be for an indefinite period or a fixed period but should as far as practicable be for a self-limiting period.

14.2. Members of the Executive Board, as Trustees, of the Institute must be aware that they cannot delegate any of the responsibility for the powers exercised on their behalf by others and they remain, in the worst possible case, personally liable for liabilities generated.

14.3. Whenever powers are delegated, the delegation should be in writing and to all individuals to whom powers are delegated. The document should make clear the extent and limits to the delegation.

14.4. An example of a permanent delegation is the power of the Membership Committee to elect and register members on behalf of the Executive Board. The safeguards in this case are to pay due care and attention to the terms of reference of the Membership Committee and the Regulations for Election of members which stipulate both standards to be applied and procedures to be followed.

14.B. Amendment and Adoption of these Regulations

14.5. These Regulations may be amended by the Executive Board.

14.6. This version was adopted in November 2019.

Regulation 15. General Meetings (Bye-Laws 40, 47 & 49)

15.A. Conduct of General Meetings – (Bye-Law 49 and 47)

15.1. Bye-Law 49 requires regulations to set out certain conditions with regard to General Meetings as follows:

- a) Members in arrears of subscription for more than 3 months shall not be entitled to vote.
- b) The Chair shall be taken by the President but in the absence of the President it shall be taken by an officer of the Institute in the following order of Precedence, Immediate Past-President, Senior Vice-President, a Vice-President (longest serving taking precedence) and Honorary Treasurer.
- c) For motions put to the membership in advance of the meeting a simple poll shall be taken and this shall be added to written proxies provided to the Institute not less than one working week prior to the date of the meeting. Such proxies shall be counted in secret by tellers independent of the Executive Board who shall reveal the count once the simple vote is complete. The count shall be overseen by two Corporate Members of The Institute independent of Executive Board. Evidence of the proxies shall be retained for one calendar year following the date of the meeting.
- d) A meeting shall be adjourned if the quorum for the meeting (Bye-Law 44) is not present within 30 minutes after the time at which the meeting is due to commence. It shall be reconvened within 30 days of the adjourned meeting at a time and place agreed by the Executive Board.
- e) The notice period to be given to all members prior to any General Meeting shall be not less than 21 days. The notice period for a reconvened meeting shall be as great as possible and shall use email to all members for which an email address is held, prominent notices on the website, and post for those members with no email addresses held by The Institute. All such notices shall be sent as soon as practicable after the time and place are agreed.

15.B. Extraordinary General Meetings – Convening (Bye-Law 40)

15.2. An Extraordinary General Meeting (EGM) can be convened at any time by the Executive Board or by requisition of the members.

15.3. For members to requisition an EGM they shall:

1. Submit a statement in writing giving the reasons for calling the meeting, a specific item to be placed on the agenda and a motion to be put to the meeting.

2. The motion should have a proposer and a seconder to speak to the motion on the day of the meeting. Both must be corporate members in good standing of the Institute. If either the proposer and/or seconder are unable to attend these individuals may nominate substitutes who are corporate members in good standing of The Institute.
3. The requisition for the meeting shall be supported by at least 50 Corporate Members of the Institute who shall provide evidence of their support by signing the requisition or an annex to it.

15.4. The requisition shall be provided to the Chief Executive who shall, without delay, advise the Executive Board of the receipt of the requisition.

15.5. The Executive Board shall then arrange for the meeting to be held on a date convenient to the Institute and also convenient so far as reasonably practicable to the proposer and seconder of the motion.

15.6. The date of the meeting shall be within 3 calendar months of the date of receipt of the requisition and proper notice shall be given to all Corporate Members of the Institute as specified in the Bye-Laws. It shall also be publicised through the Members' Magazines and the Institute website. The notice shall contain a full reproduction of the motion and the reasons for calling the meeting.

15.7. Provision must be made for all Corporate Members unable to be present to appoint a Proxy to vote on their behalf on the motion.

15.8. The meeting must have no other substantive items on the agenda other than those requisitioned by the members.

15.C. Annual General Meetings

15.9. The requirement for an agenda of an AGM is as specified in the Bye-Laws.

15.D. Amendment and Adoption of these Regulations

15.10. These regulations may be amended by a General Meeting.

15.11. This version was adopted in September 2021.

Regulation 16. The use of the Institute Seal (Bye-Law 51)

16.1. These Regulations are drafted in accordance with the requirements of the Institute Bye-laws and cover the mechanism for the legitimate use of the Institute Seal.

16.2. The Institute Seal must be kept securely at all times when not in use.

16.3. When the seal is required to be attached to a document it shall be used only in the presence of the three signatories identified below and after each of the signatories has signed the document to which the seal is to be attached. Immediately following its application, the seal shall be secured before the departure of the signatories.

16.4. Subject to Regulation 16.5:

- If a document to which the seal is to be attached is a contract to pay for goods or services, the signatories shall be the Chief Executive, the Honorary Treasurer and one other Executive Board member, preferably an Institute Officer.
- For other documents, the signatories shall be the Chief Executive, the President and one other Executive Board member, preferably an Institute Officer

16.5. On a case by case basis, this authority to sign documents under seal may be delegated as follows:

| Delegated from: | Delegated to: |
|--------------------|---------------------------|
| President | Another Institute Officer |
| Honorary Treasurer | Another Institute Officer |
| CEO | Finance Director |

16.6. Where a document to receive the seal is a legal document imparting the authority of the Institute as a body corporate the seal shall, wherever possible, be impressed over the signatures of the signatories.

16.7. Membership and other certificates do not require use of the seal but if it is used it must be applied once all signatories have signed the certificate.

16.A. Amendment and Adoption of these Regulations

16.8. These Regulations may be amended by the Executive Board.

16.9. This version was adopted in November 2019.

Regulation 17. The Powers and Duties of the Chief Executive (Bye-Laws 52, 53 & 54)

17.1. Bye-Law 52 requires the Institute to appoint a Chief Executive. This is the responsibility of the Executive Board.

17.2. The Chief Executive shall report to the Executive Board but shall not be a Trustee of the Institute.

17.3. Notwithstanding the terms of Bye-Law 53 and the contract of employment of the Chief Executive the following shall apply:

17.A. Objectives

- To manage the achievement of the Institute's vision, objectives, strategy and its annual targets.
- To be responsible for the management and administration of the Institute in execution of the Institute's objectives and policies.
- Together with the Chair of the Executive Board, to enable the Executive Board to fulfil its functions and to ensure that the Executive Board receives appropriate advice and information on all relevant matters.
- To ensure that the Institute complies with all legal obligations.

17.B. Accountabilities

17.B.i. Serving the Executive Board, and, in consultation with the Chair of Executive Board and the President:

- Recommend to Executive Board an annual calendar of meetings for the Executive Board and its Committees together with other mandatory meetings and events.
- Ensure that items required to be considered are placed on an appropriate agenda.
- Report periodically to the Executive Board on the progress of the organisation and all other matters relevant to the discharge of the Executive Board's responsibilities.
- Help the Chair of the Executive Board to obtain the best thinking and involvement of each member of the Executive Board and arrange for appropriate briefings.

- Where appropriate, work with the Nominations Committee to monitor and make recommendations on the composition of the Executive Board, its Committees¹² and the Main Boards¹³.
- Formulate policy proposals for submission to and approval by the Executive Board.

17.B.ii. Leading and Managing the Institute:

- Ensuring with the Chair of the Executive Board and the President that the Institute has a long-term strategy to enable it to achieve its objectives. Monitoring and reviewing the strategy on a regular basis.
- Ensure that the Institute's corporate vision and policies are consistent, relevant and practiced throughout the organisation.
- Provide leadership to the administrative and management team.
- Direct, co-ordinate and review the work of those persons reporting to the Chief Executive.
- Ensure that the Institute has the resources to make progress towards the achievement of its objectives.
- Establish and maintain an effective system for recruitment, management, and development of employees (and active supporters and volunteers) to achieve the organisation's objectives.
- Foster effective communications throughout the organisation.
- Maintain a climate that attracts, retains and motivates top quality personnel.
- Ensure that there is a clear policy on relations with the media and keep the chief spokesperson for the organisation informed.
- Ensure that the organisation is presented in a professional manner.
- Ensure that the necessary resources are provided and proper standards maintained for the protection of people and the organisation's assets, giving particular attention to: legal requirements, health and safety, maintenance and security of property.
- Co-ordinate the preparation of the annual budget, in consultation with the Honorary Treasurer, and submit it to the Executive Board.
- Ensure that the expenditure is controlled in line with the annual budget and submit appropriate reports to Executive Board.
- Be responsible to the Executive Board for the overall financial health of the Institute.

¹² Currently Audit, Awards, Nominations and Remuneration Committees

¹³ Currently, Commercial Activities, Members', Professional Standards & Development, and Technology Communities Boards

- Co-ordinate the financial strategy for the Institute and ensure appropriate communications with its members and other supporters.
- Foster good relations with Government, statutory and voluntary bodies together with other relevant organisations,
- Ensure the Institute discharges its constitutional and legal obligations.

17.C. Amendment and Adoption of these Regulations

17.4. These Regulations may be amended by the Executive Board.

17.5. This version was adopted in July 2023.

Regulation 18. Finance (Bye-Laws 55-7)

18.A. Introduction

18.1. The Executive Board has responsibility for ensuring that the Institute complies with statutory legislation and has appropriate systems of control, financial and otherwise. It is responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

18.2. These regulations import some aspects directly from the Royal Charter and Bye-Laws in order that they can be read as a complete and standalone document. In considering any review of these Regulations reference must be made to those documents in order that consistency is maintained.

18.B. Risk management

18.3. The Executive Board shall regularly review a formal risk management plan to enable it to assess business risks and implement risk management strategies on a regular basis. This will involve identifying the types of risks the Institute faces, prioritising them in terms of potential impact and likelihood of occurrence, and identifying means of mitigating the risks. As part of this process the Executive Board shall review the adequacy of the charity's internal controls. The systems of internal control shall be designed to provide reasonable, but not absolute, assurance against material misstatement or loss. They shall include:

- a strategic plan and an annual budget approved by the Executive Board;
- regular consideration by the Executive Board of financial results, variance from budgets, non-financial performance indicators and benchmarking reviews;
- delegation of authority and segregation of duties.

18.4. Outside of the strategic plan and the annual budget no capital expenditure will be made unless prior approval is gained from the Executive Board.

18.C. Accounting records, annual accounts and reporting

18.5. The Executive Board:

- Shall ensure that proper accounting records are kept. These shall disclose with reasonable accuracy at any time the financial position of the Institute and enable the Executive Board to ensure that annual financial statements comply with current charity law applicable to charities in England and Wales and the provisions of the Royal Charter and Bye-Laws;

- Shall be responsible for the maintenance and integrity of the charity and financial information included on the charity's website
- Shall ensure that the trustees' report and the financial statements are prepared in accordance with applicable law and United Kingdom accounting standards;

18.6. In accordance with the law applicable to charities in England and Wales, the Executive Board shall have prepared financial statements for each financial year, which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources of the charity for that period. Those financial statements shall:

- use suitable accounting policies and apply them consistently;
- observe the methods and principles in the Charities Statement of Recommended Practice (or any statement of recommended practice supported by the Charity Commission);
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- be prepared on the going concern basis unless it is inappropriate to presume that the Institute will continue to operate.

18.D. Location and access to accounting records

18.7. The finance team will maintain the accounting records including computerised records.

18.8. Members of the Executive Board and others entitled to access accounting records will request information in an appropriate way; normally through the Finance Director. The Institute maintains computerised accounting records and does not maintain manual books of account. Members of the Executive Board and the Audit Committee wishing to review accounting records will need to be assisted by a trained member of the IOM3 team.

18.9. The Institute's accounting records are not available to inspection by members of the Institute and requests for information should be addressed to the Finance Director (or the Financial Controller in their absence).

18.E. Authorisation of payments

18.10. All purchases, services provided and other items due for payment must be properly authorised in advance in accordance with the Institute's systems of internal control.

18.11. Two authorised signatories must sign all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments. Two signatories from Panel B can sign for payments covered by agreed budgets and for other amounts up to £20,000. One signatory from Panel A and one signatory from Panel B can sign for amounts over £20,000 not covered by agreed budgets.

18.12. In the case of electronic payments such as BACs and CHAPs, two signatories from Panel B can approve payments for transmission provided written authority is received by email from a signatory on Panel A. Details of all electronic payments must be sent to the Honorary Treasurer.

18.13. Panel A consists of the President, the Chairman of the Executive Board, the Honorary Treasurer and the Senior Vice-President.

18.14. Panel B consists of the Chief Executive, the Finance Director (or Financial Controller in their absence) the Director of Communications and the Director of Business Support.

18.15. In the event of an emergency relating to Disaster Recovery where none of the Panel A signatories can be reached, two Panel B signatories are authorised to sign for amounts above £10,000 not covered by an agreed budget.

18.F. Sales invoicing

18.16. Members of the finance team raise invoices for sales already made and/or agreed on receiving requests from the relevant department managers.

18.G. Contracts

18.17. Individual members of the Institute (including members of the Executive Board) and the other boards and committees of the Institute are not permitted to enter into contracts on behalf of the Institute or impose liabilities upon the Institute.

18.18. Either the Finance Director or the Chief Executive must approve all contracts. The Finance Director and the Chief Executive can sign contracts (except those under seal) where:

- the contract value is less than £20,000 or
- prior approval has been obtained from the Executive Board or
- the expenditure is part of a budget approved by the Executive Board or
- the contract is not for the supply to the Institute of goods or services in return for payment.

18.19. Contracts not under seal and meeting one of these criteria must be signed by the Chief Executive (or the Finance Director) and the Honorary Treasurer (or another Institute Officer deputising for the Honorary Treasurer on a case by case basis).

18.20. Contracts under seal must be signed in accordance with Regulation 16 (Use of the Institute Seal).

18.H. Project Control

18.21. Because of the infrequency of Executive Board meetings, that Board shall consider the appointment of a project control sub group to regularly monitor and control capital expenditure projects of over £100k.

18.22. All such major capital projects must be the subject of a clear brief and detailed planning. They shall be procured with appropriate professional input. Works shall not commence without design completion, detailed cost analysis and a minimum of three competing bids. Projects must have financial incentives and penalties in place for contractors to finish within budget and on time.

18.I. Investments

18.23. The appointment of investment managers shall be by the Executive Board after seeking advice from the Finance Committee, appropriate team members and elsewhere as necessary.

18.24. The Finance Committee will act as an investment sub-committee. It will liaise with and monitor the performance of the investment managers and report back to the Executive Board on a regular basis.

18.25. The Institute's funds are invested in common investment funds. Subject to approval by the Executive Board, the investment sub-committee will agree a performance benchmark with the investment managers that will determine the allocation of funds between different categories of investments (e.g. equities, fixed interest, overseas and cash). The investment managers will have discretion to buy and sell investments within the categories of investment and between categories to maintain the agreed allocation of funds.

18.J. Amendment and Adoption of these Regulations

18.26. The Executive Board has authority to review and revise these Regulations but must take into account the Royal Charter and Bye-Laws of the Institute, the requirements of charity legislation and professional best practice.

18.27. This version was adopted in November 2019.

Regulation 19. Internal Audit Committee (Bye-Law 63(i))

19.A. Membership

19.1. Members of the Audit Committee shall be proposed by the Nominations Committee and shall comprise a chair and five other members at least one and not more than two of whom shall be trustees of IOM3.

19.2. The President, Honorary Treasurer, Finance Director, Chief Executive or other members, staff or others shall be required to attend as and when appropriate.

19.3. The Executive Board shall formally endorse the appointment of the Committee Chair and Committee members in accordance with IOM3 Regulation 2.

19.4. The Institute's staff will assist in arranging meetings and may be invited to provide secretarial assistance as required.

19.5. One member of the Committee should have recent and relevant financial experience.

19.6. The term of office is 4 years in any role, renewable once. This does not prevent a member of the committee being promoted to Chair which may entail more than eight years on the Committee.

19.7. Any member of the Committee considered to be behaving inappropriately towards the Institute may be removed from the Committee by a decision of the other members of the Committee.

19.B. Quorum

19.8. The quorum necessary for the business of the meeting shall be four members not including any other persons invited to attend.

19.C. Frequency of meetings

19.9. The Committee shall normally meet at least twice a year or as the chairman of the committee requires. Meetings will be confirmed in advance with at least four weeks' notice. For time-critical matters, decisions may also be made by email.

19.D. Responsibilities

19.10. The Committee shall keep under review the effectiveness of the Institute's financial reporting, internal control policies and operating procedures, together with a

broad remit to review all elements and levels of Institute governance and function.

Responsibilities of the Audit Committee include:

- Advising on the appointment of external auditors.
- In conjunction with the Finance Committee making recommendation to the Executive Board on whether the audited financial statements should be approved and submitted, including adopted accounting policies and trustees' report content.
- Undertaking internal audits of the activities of the Institute that may be subject to external requirements and licensing.
- Undertaking an ongoing programme of internal audits of all activities, finance, practice, process or control of the Institute including its subsidiaries that it may wish or be requested to undertake on the basis of valid concerns expressed to it.
- Ensuring co-ordination between internal audit reviews and external audit reports.
- Ensuring management addresses issues highlighted by external and internal auditors in their reports.
- Advising on the development and review of a risk management plan and to highlight those internal controls to mitigate the impact of risks.
- Reporting its findings to the Executive Board. The committee may additionally report within the Institute as it deems necessary. In the event that it has concerns about impropriety which may involve criminal activity it has a duty to report to appropriate external regulatory and enforcement agencies.
- Providing an Annual Report of the Audit Committee which shall also be provided to the Annual General Meeting.

19.E. Authority

19.11. Where appropriate to an activity within its terms of reference the Committee is to be provided with any information it requires from employees and members. It may also request relevant information from regulatory bodies and suppliers to the Institute.

19.F. Audit Process

19.12. Any internal audit initiated or controlled by the Committee shall be effected by a small team comprising of at least one member of the Committee who shall chair the audit and a senior staff member not involved with the purpose of the audit who has additional expertise within the Institute to aid its enquiries. During any audit process the team may decline to reveal details of its investigations or findings until its investigations are complete.

19.13. The Chief Executive and/or Finance Director may advise the Chair of the Audit Committee of any concerns relating to the operation of the Institute and ask the Audit Committee to investigate.

19.14. Any member of staff may raise matters relating to the operation of The Institute confidentially with the Audit Committee.

19.15. Other members or outside bodies including regulators would normally raise issues through the CEO/President.

19.G. Minutes and Annual Report

19.16. An action list and minutes of each meeting will be developed promptly by the Committee Secretary and circulated to all members of the Committee. The Internal Audit Committee will prepare an annual report of its activities and findings which shall be presented to the Executive Board and to the Advisory Council.

19.17. The Chair of the Committee in matters of urgency shall have the right to report on an ad hoc basis as the Committee shall see fit.

19.H. Amendment and Adoption of these Regulations

19.18. Changes to these regulations in line with best practice from Regulators shall be agreed by the Executive Board and reported to the AGM. Other changes shall then additionally be subject to approval by the membership at a General Meeting.

19.19. This version was adopted by the Executive Board in November 2023, subject to approval by a General Meeting.

Regulation 20. Remuneration Committee (Bye-Law 63(ii))

20.1. The Remuneration Committee should aim to ensure that levels of remuneration are in line with the performance and needs of the Institute and the institutional sector. It should avoid the development of a reward structure supporting poor performance and should deal fairly with all individuals.

20.B. Membership

20.2. The Committee shall comprise four members drawn from the Executive Board and decided by Executive Board. The Chair shall normally be the Chair of the Executive Board, and the President and Hon Treasurer should be included as members. Any other appropriate members of the Executive Board may be invited to attend as needed. The Chief Executive may be invited to attend for all or part of any meeting.

20.C. Quorum

20.3. Although the quorum for Committee is three members it would be beneficial for the effective operation of this group that all four members should participate in meetings.

20.D. Frequency of meetings

20.4. The Committee should meet at least once per year well in advance of any annual executive salary review. The Committee may need to meet or consult at other times to determine salaries for new appointments to Director level or Senior team. Meetings of the Committee should be physical and not by virtual means or by correspondence; however, urgent decisions may be taken in correspondence where appropriate.

20.E. Responsibilities

20.5. The agenda for any planned meeting shall be circulated to the Executive Board well in advance of every meeting in order that Executive Board is able to give guidance.

20.6. It shall advise on the overall levels of salaries and charges for budgetary purposes.

20.7. The committee shall agree the remuneration package for all new Institute employees at Director level and who are a part of the Senior Team. It shall also approve the Chief Executive's recommendations for the overall levels of compensation for other senior employees and any bonus arrangements.

20.8. This shall include monies to be expended on externally contracted support.

20.9. The frequency of meetings and the policy of the group shall be stated in the Annual Report.

20.F. Line of authority

20.10. The written minutes of the Committee will be circulated to the Executive Board for its recommendations to be ratified prior to implementation. The minutes shall not contain the individual salaries of any employee although these shall be available to all members of the Executive Board on a confidential basis.

20.11. When the Remuneration Committee reports to Executive Board there shall be no employee present and any minute of the discussion shall contain no personal numerical detail.

20.G. Amendment and Adoption of these Regulations

20.12. These Regulations may be amended by the Executive Board.

20.13. This version was adopted in November 2019.

Regulation 21. Finance Committee

21.1. The Finance Committee will report to the Executive Board.

21.2. The life of the committee will be determined by the Executive Board.

21.3. The main responsibilities of the committee are:

- Annual review of investments performance, including meeting with the relationship manager, review of investment strategy and proposal of any changes in investment strategy to the Executive Board;
- Annual review of banking covenant, including meeting with the relationship manager and review of the overdraft arrangements;
- Being the Institute's representative during triennial actuarial valuation of the defined benefit pension scheme, negotiating with pensions trustees and agreeing scheme recovery plan;
- Review of the budget and five year plan before their proposal to the executive board;
- Review of Annual Report and financial statements, meeting with external auditors and review of their performance jointly with the Audit Committee.

21.B. Membership

21.4. The Committee will be Chaired by the Institute's Honorary Treasurer and consist of:

- The Finance Director
- The Chief Executive
- Assistant Treasurer – not a member of the Executive Board
- Co-opted Expertise, legal or financial, as required

21.5. The committee shall meet a minimum of two times per year and shall be quorate when all four members (other than co-opted members) of the Finance Committee are present.

21.6. An Assistant Treasurer to be appointed by the Executive Board with succession planning in mind in accordance with Bye-Law 31 and IOM3 Regulation 2. They may be invited to attend Executive Board Meetings as an observer.

21.C. Amendment and Adoption of these Regulations

21.7. These Regulations may be amended by the Executive Board.

21.8. This version was adopted in November 2023.