

22 April 2022

PAPER CLASSIFICATION: OPEN

Board of Trustees

AMENDMENTS TO THE ROYAL CHARTER AND BYE-LAWS

(Note by Mr Andrew F Wilson. If you have any questions on this paper before the meeting please contact Mr Andrew F Wilson on +44 (0)20 7344 5415 or by email afwilson@theiet.org)

1. Issue

To consider a proposal from the Bye-law Review Working Party to amend the Royal Charter and Bye-laws.

2. Timing

Board of Trustees meeting, 9 May 2022.

3. For Recommendation

3.1. The Board of Trustees is invited:

3.1.1. to note the report from the Bye-law Review Working Party;

3.1.2. to approve the proposed amendments to the Royal Charter and Bye-laws;

3.1.3. to agree a consultation with members about Bye-laws 29, 30 and 40;

3.1.4. to note the outline timeline for the consultation process leading to the convening of a Special General Meeting.

4. Background

4.1. At its meeting on 7 October 2021 the Board of Trustees noted a proposal for a Bye-law Review in 2022 (T(21)73). The review was originally driven by the Engineering Council guidance on codes of conduct and disciplinary processes which the Engineering Council wished to see enshrined in Professional Engineering Institution (PEI) Bye-laws alongside other amendments proposed to modernise the governance of the Institution. Following discussion, the Board agreed to establish a Working Party to review the proposed amendments to the Royal Charter and Bye-laws.

4.2. The IET's current Royal Charter and Bye-laws can be viewed at:

<https://www.theiet.org/about/vision/royal-charter/index.cfm>.

5. Report by the Working Party

5.1. The Bye-law Review Working Party met on 15 December 2021 and 10 March 2022 and agreed to recommend to the Board of Trustees the changes to the Royal Charter and Bye-laws detailed below. In addition, it agreed to recommend to the Board of Trustees that the membership be consulted on two matters detailed below.

- 5.2. The Working Party commissioned an external review of the Royal Charter and Bye-laws by Birketts LLP. The report from Birketts was very helpful and proposed a large number of possible Bye-law changes. Further input was also received on amendments related to Continued Professional Development and the disciplinary procedures. The Working Party concluded that only the most urgent changes should be dealt with immediately and that the other recommendations considered during the review should be revisited in a few years' time.

6. Key Themes

- 6.1. The Working Party reviewed the proposed changes that were discussed by the Board of Trustees in February 2019 (T(19)12) and subsequent proposals. The Working Party has concluded that the amendments to be proposed at this time would fall into three categories.
- 6.2. Professional conduct – amendments that would modernise the Bye-laws relating to breaches of professional conduct by aligning with the requirements of the Engineering Council on standards of conduct and non-compliance with Continuing Professional Development requirements.
- 6.3. Modernising governing instruments – these amendments would allow the Institution to modernise elements of the governance, including the ability to allow virtual attendance and voting at Annual General Meetings and the need to physically sign on admission as a member. It would also update wording around powers and the management of conflicts of interests in accordance with modern good practice and the expectations of the Charity Commission. The proposed amendments seek to provide clarity on both personal benefits and conflicts of interest.
- 6.4. Administration – there are a limited number of administrative changes such as the removal of one instance of gender specific language and Bye-laws relating to the 2016 transition arrangements. These have been deliberately kept minimal to keep the changes manageable.
- 6.5. A table summarising the changes under the three categories can be found in Appendix A with the full changes to the Royal Charter (Appendix B) and Bye-laws (Appendix C).

7. Consultation with the Membership

- 7.1. The Working Party identified two matters on which it concluded that consultation with the membership would be helpful, to ascertain whether members favoured a change and which of several options was preferred.
- 7.2. The Working Party reviewed a proposal concerning Professional Conduct which recommended adding either or both of the words “respect” and “dignity” to Bye-laws 29-30. Following discussion, it was agreed that it would be helpful to consult the membership on whether such an addition would be desirable.
- 7.3. The Working Party reviewed a proposal to amend Bye-law 40, regarding the number of members required to requisition a Special General Meeting. It was noted that the requirement for 50 members to sign a requisition had been set in 1921, at which time there had been approximately 10,000 members. The number of voting members was now approximately 105,000. It had been suggested that the number should be increased to reflect the current situation or be linked to a specific percentage of voting members. Following discussion, it was agreed that it would be helpful to consult the membership on whether an absolute number or a percentage would be preferable.

8. Timeline and Special General Meeting

- 8.1. Initial consultation with the membership is expected to be undertaken virtually with a webpage for reference materials and an online survey to capture (and analyse) feedback. The expected timeline for this activity is 13 June to 5 August 2022. This will be used to finalise the proposals including the setting of the date of the Special General Meeting. A further period of familiarisation of the proposals with the membership will follow along with formal consultation with the Privy Council Office (PCO) and the Engineering Council. Early engagement with the PCO will be sought due to reduce the time taken for formal approval.
- 8.2. It is proposed that a Special General Meeting be held in November 2022 or February 2023 to seek approval for the amendments to the Royal Charter and Bye-laws. A two-thirds majority of those voting is required.

9. Risks

- 9.1. The risk of not adopting the amendments proposed in the Appendix is that the IET will not be compliant with the Engineering Council's guidance and will fall behind in modernising its governance, such as in the ability to hold hybrid General Meetings.
- 9.2. The hurdle of getting the level of member approval required for Royal Charter and Bye-law amendments (two-thirds of those voting) should not be underestimated, nor should the possibility of a petition for a Special General Meeting by a group of members who disagree with any proposed changes. The initial member consultation on one of the more contentious proposals is a mitigation against this risk.

10. Resources

The cost of a Special General Meeting is expected to be in the region of £100,000. The bulk of the cost is the fee paid to a company to mail the voting papers and run the ballot.

SUMMARY OF PROPOSED ROYAL CHARTER AND BYE-LAW AMENDMENTS 2022

The proposed amendments fall into three categories. The colours provide cross-referencing to the marked-up copies of the Royal Charter and Bye-laws:

Professional Conduct	Administration	Modernisation
Bye-law 25 – addition of non-compliance with Continuing Professional Development (CPD) requirements as a reason to withdraw membership.	Royal Charter clause 10 – removal of gender specific language.	Royal Charter clause 5 – modernising wording relating to the powers of the IET.
Bye-law 26 – preventing a member resigning in order to halt a disciplinary investigation.	Bye-law 7 – simplification of wording and removal of the need for physical signing and defined object terminology.	Bye-law 3 – defining conflicts in line with Charter 5 and Bye-law 89.
Bye-law 30 – obligation on members to comply with CDP requirements.	Bye-law 22 – clarifying the descriptions of certificates and diplomas.	Bye-law 28 – reflecting current wording with regard to disqualification.
Bye-laws 31 and 32 – specifying the approach to making Regulations regarding professional conduct.	Bye-law 34 – updating language relating to re-admissions.	Bye-laws 29 and 30 – modernising wording in relation to the expectations on member behaviour.
Bye-law 33 – making of Regulations regarding disciplinary actions and broadening of possible sanctions.	Bye-laws 54, 55, 63, 64 and 104 – removal of transitional terms required in the 2016 changes.	Bye-law 38A and B, 49, 53 – enabling virtual attendance and voting at General Meetings.
	Bye-law 99 – amending an incorrect cross-reference.	Bye-law 40 – amending the number of members required to petition a General Meeting.
		Bye-law 67 – expansion of those allowed to be co-opted to the Board.
		Bye-law 73 – consistency with Bye-law 28 modernising terminology.
		Bye-law 89A–G – adding modern clauses relating to the management of conflicts.
		Bye-law 97 – amending a copyright provision that is no longer applicable.

Key: Changes under each category are marked with the associated colour dot.

TABLE SHOWING THE CURRENT ROYAL CHARTER, PROPOSED AMENDMENTS AND COMMENTARY

[NOTE: For clarity, this draft shows the complete Royal Charter. When presented to a Special General Meeting, only those clauses to be amended, added or deleted will be shown.]

Clause	Current Wording	Proposed Changes	Commentary
1.	The persons now members of the said Association or Institution known as the Institution of Electrical Engineers, the persons on 31 March 2006 members of the Institution of Incorporated Engineers and all such other persons as may hereafter become members of the Body Corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents, and their Successors, shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate and politic by the name of "The Institution of Engineering and Technology" (hereinafter referred to as 'IET') and by the same name have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all		

	other matters and things incidental or appertaining to a body corporate.		
2.	<p>In this Our Charter:</p> <p>'the Board of Trustees' means the Board of Trustees for the time being of the IET.</p> <p>'the Bye-laws' means the Bye-laws of the IET made under this Our Charter.</p> <p>'the Council' means the Council for the time being of the IET.</p> <p>'General Meeting' means a General Meeting of the Members of the IET.</p> <p>'month' means calendar month.</p> <p>'the Regulations' means the regulations made as provided by this Our Charter.</p>		
3.	The objects and purposes of the IET are to promote the general advancement of science, engineering and technology and to facilitate the exchange of information and ideas on these subjects amongst the members of the IET and otherwise.		
4.	For the purpose of attaining the aforesaid objects the IET shall, subject to this Our Charter and the Bye-laws, have powers to do any act or thing and to administer the affairs and deal with the assets of the IET in all respects without any restrictions whatsoever and, in particular, (but without limitation):		

	<p>(a) to enter into any contract or incur any obligation, borrow and raise money, give guarantees and indemnities, and mortgage or charge the whole or any part of the undertaking, assets and rights of the IET;</p> <p>(b) to employ and dismiss officers and staff, to remunerate them and to provide retirement, death, disability, ill health or other benefits for them, their families, dependants and others;</p> <p>(c) to acquire any real or personal property (or any estate or interest therein) and any other assets, in each case in any part of the world;</p> <p>(d) to invest any monies of the IET, not immediately required for any of its objects, in such a manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;</p> <p>(e) to enter into any arrangements with others with a view to the furtherance of the objects of the IET;</p> <p>(f) to hold meetings of the IET for reading and discussing communications bearing upon science, engineering and</p>		
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	<p>technology, or the applications thereof, or upon subjects relating thereto;</p> <p>(g) to hold or promote exhibitions of instruments, apparatus, machinery or other appliances connected with science, engineering and technology, or their applications;</p> <p>(h) to print, publish, sell, lend or distribute the proceedings or reports of the IET, or any papers, communications, works or treatises on science, engineering and technology or their applications, or subjects connected therewith, in any language, or any abstracts thereof, or extracts therefrom;</p> <p>(i) to take charge of the books, pamphlets, publications and manuscripts known as the Ronalds Library, and form, acquire, receive, hold and take charge of any supplemental or additional library of books, works or manuscripts on science, engineering and technology, or the applications thereof, or other subjects allied thereto;</p> <p>(j) to make grants of money, books, apparatus, or otherwise for the purpose of promoting invention and research in science, engineering and technology, or their applications, or in subjects connected therewith;</p>		
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	<p>(k) to provide indemnity insurance to cover the liability of the members of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the IET; provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Board of Trustees in their capacity as trustees of the IET; and</p> <p>(l) to do all other things incidental or conducive to the attainment of the said objects and purposes.</p>		
5.	<p>The IET shall not engage in any trade or business or transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the IET and no part of the income or property of the IET shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the IET except in</p>	<p>The IET shall not engage in any trade or business or transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the IET and no part of the income or property of the IET shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the IET except in</p>	<p>The starting point in charity law is that charity trustees and persons connected with them should not materially benefit from the charity at all. As such, it is important that any benefits are authorised either expressly in the charity's governing document, as a matter of law (for example, by statute) or by the Charity Commission. For this reason, it is important to include appropriate</p>

	<p>the case of and as a salaried officer of the IET.</p> <p>PROVIDED that nothing herein shall prevent any payment in good faith by the IET:</p> <p>(a) of reasonable and proper remuneration to any member, officer or servant of the IET (not being a member of its Board of Trustees or governing body) for any services rendered to the IET;</p> <p>(b) of interest on money lent by any member of the IET or of its Board of Trustees or governing body at a rate per annum not exceeding two per cent below the base lending rate of a clearing house selected by the Board of Trustees or the governing body or 5% whichever is the greater;</p> <p>(c) of reasonable and a proper rent for premises demised or let by any member of the IET or of its Board of Trustees or governing body;</p> <p>(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees or governing body may be a member holding not more than 1/100th part of the capital of that company;</p>	<p>the case of and as a salaried officer of the IET.</p> <p>PROVIDED that nothing herein shall prevent any payment in good faith by the IET:</p> <p>(a) of reasonable and proper remuneration to any member, officer or servant of the IET (not being a member of its Board of Trustees or governing body) for any services rendered to the IET;</p> <p>(b) of interest on money lent by any member of the IET or of its Board of Trustees or governing body at a rate per annum not exceeding two per cent below the base lending rate of a clearing house selected by the Board of Trustees or the governing body or 5% whichever is the greater;</p> <p>(c) of reasonable and a proper rent for premises demised or let by any member of the IET or of its Board of Trustees or governing body;</p> <p>(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees or governing body may be a member holding not more than 1/100th part of the capital of that company;</p>	<p>provisions in the Royal Charter regarding the authorisation of personal benefits. These amendments will bring the Royal Charter in line with Charity Commission expectations and best practice.</p> 
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	<p>(e) to any member of its Board of Trustees or governing body of reasonable out-of-pocket expenses; and</p> <p>(f) the giving by the IET to any such member of prizes whether in cash or otherwise and scholarships and exhibitions;</p> <p>and the IET shall have power to make all such payments and gifts as aforesaid.</p> <p>AND PROVIDED THAT nothing herein shall prevent the gratuitous distribution among, or sale at a discount to, members of the IET, of any courses, books or other publications published by the IET relating to all or any of the above objects nor be deemed to exclude any member of the IET from the benefit of any grant made in the furtherance of any of the objects of the IET, nor prevent any member who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET or to the cost of establishing or holding of which the IET may have subscribed out of its income or property from receiving as such exhibitor any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded to him or her.</p>	<p>(e) to any member of its Board of Trustees or governing body of reasonable out-of-pocket expenses; and</p> <p>(f) the giving by the IET to any such member of prizes whether in cash or otherwise and scholarships and exhibitions;</p> <p>and the IET shall have power to make all such payments and gifts as aforesaid.</p> <p>AND PROVIDED THAT nothing herein shall prevent the gratuitous distribution among, or sale at a discount to, members of the IET, of any courses, books or other publications published by the IET relating to all or any of the above objects nor be deemed to exclude any member of the IET from the benefit of any grant made in the furtherance of any of the objects of the IET, nor prevent any member who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET or to the cost of establishing or holding of which the IET may have subscribed out of its income or property from receiving as such exhibitor any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded to him or her.</p> <p><u>The income and property of the IET shall only be applied to promote the Objects.</u></p>	
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		<p><u>Except as provided in the Charter and Bye-laws, no part of the income or property of the IET may be paid or transferred directly or indirectly to any member. This shall not prevent any payment in good faith by the IET of:</u></p> <p><u>(a) a benefit to any member in the capacity of a beneficiary of the IET;</u></p> <p><u>(b) the employment and remuneration of any member as a salaried officer of the IET;</u></p> <p><u>(c) the giving by the IET to any member of prizes, whether in cash or otherwise, and scholarships and exhibitions;</u></p> <p><u>(d) the gratuitous distribution among, or sale at a discount to, members of any courses, books or other publications published by the IET relating to the Objects;</u></p> <p><u>(e) a benefit to a member as the recipient of a grant made in furtherance of the Objects;</u></p> <p><u>(f) a benefit to a member, who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET, as the recipient of any prize, medal or other recognitions which may,</u></p>	
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		<p><u>under the regulations affecting the said exhibition or show, be awarded to them;</u></p> <p><u>(g) subject to Article 5C of this Our Charter, reasonable and proper remuneration to any member for any goods or services supplied to the IET;</u></p> <p><u>(h) interest on money lent by a member to the IET at a reasonable and proper rate;</u></p> <p><u>(i) reasonable and proper rent for premises demised or let by a member to the IET; and</u></p> <p><u>(j) any payment to a member who is also a member of the Board of Trustees which is permitted under the Charter and Bye-laws.</u></p>	
5A.		<p><u>A member of the Board of Trustees:</u></p> <p><u>(a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the IET;</u></p> <p><u>(b) may benefit from trustee indemnity insurance purchased by the IET in accordance with Article 5(k) of this Our Charter;</u></p> <p><u>(c) may receive payment under an indemnity from the IET in the circumstances set out in Bye-law 99; and</u></p>	

		<u>(d) _____ may not receive any other benefit or payment from the IET unless it is authorised by the Charter or Bye-laws.</u>	
5B.		<u>Unless the benefit or payment is permitted under Article 5C of this Our Charter, no member of the Board of Trustees or Connected Person may:</u> <u>(a) _____ buy any goods or services from the IET on terms preferential to those applicable to members of the public;</u> <u>(b) _____ sell goods, services, or any interest in land to the IET;</u> <u>(c) _____ be employed by, or receive any remuneration from the IET; or</u> <u>(d) _____ receive any other financial benefit from the IET.</u>	
5C.		<u>A member of the Board of Trustees or a Connected Person may:</u> <u>(a) _____ receive a benefit from the IET in the capacity of a beneficiary of the IET, provided that a majority of the Board of Trustees do not benefit in this way;</u> <u>(b) _____ enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the IET where that is permitted in accordance with, and subject</u>	

		<p><u>to the conditions in, sections 185 and 186 of the Charities Act 2011, as those sections are amended, extended or re-enacted from time to time;</u></p> <p><u>(c) subject to Article 5D of this Our Charter, enter into a contract for the supply of goods to the IET that are not supplied in connection with services provided to the IET by the member of the Board of Trustees or Connected Person;</u></p> <p><u>(d) receive reasonable and proper rent for premises let to the IET;</u></p> <p><u>(e) receive interest at a reasonable and proper rate on money lent to the IET;</u></p> <p><u>(f) take part in the normal trading and fund-raising activities of the IET on the same terms as members of the public; and</u></p> <p><u>(g) receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission for England and Wales.</u></p>	
5D.		<p><u>The IET and the Board of Trustees may only rely on the authority provided by Article 5C(c) of this Our Charter, if each of the following conditions is satisfied:</u></p> <p><u>(a) the amount or maximum amount of the payment for the goods:</u></p>	

		<p><u>(i) _____ is set out in an agreement in writing between the IET and the member of the Board of Trustees or Connected Person supplying the goods (the 'Supplier') under which the Supplier is to supply the goods in question to the IET; and</u></p> <p><u>(ii) _____ does not exceed what is reasonable in the circumstances for the supply of the goods in question;</u></p> <p><u>(b) _____ the other members of the Board of Trustees are satisfied that it is in the best interests of the IET to contract with the Supplier rather than someone who is not a member of the Board of Trustees or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the other members of the Board of Trustees must balance the advantages of contracting with a member of the Board of Trustees or Connected Person against the disadvantages of doing so;</u></p> <p><u>(c) _____ the Supplier:</u></p> <p><u>(i) _____ is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the IET by them;</u></p>	
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		<p><u>(ii) does not vote on any such matter and is not counted when calculating whether a quorum of the Board of Trustees is present at the meeting; and</u></p> <p><u>(d) a majority of the members of the Board of Trustees then in office are not in receipt of remuneration or payments authorised by Article 5D of this Our Charter.</u></p>	
5E.		<p><u>In Articles 5C and 5D of this Our Charter, the 'IET' includes any company in which the IET:</u></p> <p><u>(a) holds more than 50% of the shares; or</u></p> <p><u>(b) controls more than 50% of the voting rights attached to the shares; or</u></p> <p><u>(c) has the right to appoint one or more director(s) to the company;</u></p>	
6.	There shall be a Board of Trustees of the IET in which shall be vested the governance and control of the IET and its affairs subject to the provisions of this Our Charter and of the Bye-laws and Regulations of the IET.		
7.	The Board of Trustees shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Bye-laws so prescribe.		

8.	The IET shall have such Officers with such functions, tenure and terms of office as the Bye-laws shall prescribe.		
9.	The business of the Board of Trustees shall be conducted subject to the provisions of this Our Charter and the Bye-laws in such manner as the Board of Trustees shall from time to time determine.		
9A.	There shall be a Council which shall debate the future direction and strategy of the IET and advise and collaborate with the Board of Trustees accordingly and shall have such other rights, duties and responsibilities as are prescribed in this Our Charter and the Bye-laws and Regulations of the IET. The Council shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Bye-laws prescribe.		
10.	There shall be a Chief Executive and Secretary of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive and Secretary shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees he shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.	There shall be a Chief Executive and Secretary of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive and Secretary shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees he <u>they</u> shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.	The clause has been amended to remove gender-specific terminology. This clause was overlooked when changes were made in 2016. 

11.	There shall be such categories of members of the IET as the Bye-laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each of the categories of membership shall be as prescribed in the Bye-laws.		
12.	Every member shall before becoming a member of the IET undertake to observe and be bound by this Our Charter and by the Bye-laws.		
13.	The Bye-laws set out in the Schedule hereto shall be the Bye-laws of the IET and shall remain in force until revoked, amended or added to in the manner hereinafter provided.		
14.	The Bye-laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-laws may be further prescribed or regulated by regulations. Provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws.		
15.	The Board of Trustees shall have power to make regulations for the award of qualifications to members and to make awards to members so qualified to receive them, but no regulations shall be made for the award of chartered qualifications without the approval of the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of our said Privy Council shall be conclusive evidence.		

16.	<p>A majority of not less than two-thirds of the members entitled to vote present in person or by proxy and voting at any General Meeting duly convened by notice stating the matters to be considered thereat, shall have power from time to time to make such Bye-laws of the IET as they shall consider requisite and convenient for the regulation, governance and advantage of the IET its members and property, and for the furtherance of the IET's objects and powers, and from time to time to revoke, alter or amend any Bye-law or Bye-laws so that they are not repugnant to this Our Charter or to the Laws and Statutes of this Our Realm; Provided that no such Bye-law, revocation, alteration or amendment shall take effect until the same has been allowed by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.</p>		
17.	<p>The Board of Trustees may by a resolution passed by a majority of the whole number of the members of the Board of Trustees and confirmed at a General Meeting held not less than one month nor more than four months afterwards by a majority of not less than two-thirds of the members entitled to vote present in person or by proxy and voting amend or add to this Our Charter and any such amendment or addition shall when allowed by Us, Our Heirs or Successors</p>		

	in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as amended or added to in manner aforesaid.		
18.	In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.		
19.	And We do hereby, for Us, Our Heirs, and Successors, Grant and Declare that these Our Letters Patent, or the enrolment or exemplification thereof, shall be in all things good, firm, valid, and effectual, according to the true intent and meaning of the same, and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said IET, any misrecital, nonrecital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.		

TABLE SHOWING THE CURRENT BYE-LAWS, PROPOSED AMENDMENTS AND COMMENTARY

[NOTE: For clarity, this draft shows the complete Bye-laws. When presented to a Special General Meeting, only those Bye-laws to be amended, added or deleted will be shown.]

Clause	Current Wording	Proposed Changes	Commentary
1.	<p>Introduction</p> <p>In these Bye-laws 'the Charter' means the Royal Charter of the Institution of Engineering and Technology granted on 15 August 1921 as amended or added to from time to time, and all Supplemental Charters for the time being in force.</p>		
2.	<p>The Bye-laws shall be read as supplemental to the Charter and construed accordingly and all words and expressions defined by the Charter shall, if not inconsistent with the subject or context, have the same meanings in the Bye-laws. In case of any inconsistency between the Charter and the Bye-laws, the Charter shall in all cases prevail.</p>		
3.	<p>Definitions</p> <p>In these Bye-laws except where the context forbids, words implying the singular shall include the plural, and vice versa.</p>		

	<p>'the Auditors' means the Auditors of the IET.</p> <p>'the Board' means the Board of Trustees of the IET.</p> <p>'the Charter' means the Royal Charter of the IET, and any amendments or additions thereto and Supplemental or other Charter of the IET for the time being in force.</p> <p>'the Chief Executive and Secretary' means the Chief Executive and Secretary of the IET for the time being or any person performing the duties of the Chief Executive and Secretary of the IET.</p> <p>'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.</p>		
	<p>'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.</p>	<p>'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.</p>	<p>Definition deleted consequent on deletion of use in Bye-law 32.</p> <p>●</p>
		<p><u>'Conflict' means any situation in which a member of the Board has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the IET or which conflicts or possibly might conflict with</u></p>	

		<p><u>that person's duty to act solely in the interests of the IET.</u></p> <p><u>'Conflicted' refers to a situation when a Conflict arises for a member of the Board.</u></p> <p><u>'Connected Person' means any person falling within one of the following categories:</u></p> <p><u>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board; or</u></p> <p><u>(b) the spouse or civil partner of any person in (a); or</u></p> <p><u>(c) any person who carries on business in partnership with a member of the Board or with any person in (a) or (b); or</u></p> <p><u>(d) an institution which is controlled by either a member of the Board, any person in (a), (b) or (c), or a member of the Board and any person in (a), (b) or (c), taken together;</u></p> <p><u>(e) a corporate body in which a member of the Board or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.</u></p>	
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		<u>Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Bye-law.</u>	
	'the Council' means the Council for the time being of the IET.		
	'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.	'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.	Definition deleted consequent on deletion of use in Bye-law 26. ●
	'Effective Date' means 1 October 2016.	'Effective Date' means 1 October 2016.	Definition deleted consequent on deletion of use in Bye-laws 54, 63, 64(b) and 104. ●
	<p>'electronic communication' means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):</p> <p>(a) by means of an electronic communications system (within the meaning of the Electronic Communications Act 2000); or</p> <p>(b) by other means but while in an electronic form.</p> <p>'IET' means the Institution of Engineering and Technology.</p>		

	<p>'Main Board' means any committee established by the Board pursuant to By-law 75 and designated as a Main Board.</p> <p>'Main Board Member' means a person who is a member of a Main Board.</p> <p>'objects of the IET' means the objects for which the IET is established as set out in Article 3 of the Charter.</p> <p>'Officer' means any of the President, Past President, Deputy-Presidents and Vice-Presidents.</p> <p>'Past President' means, in respect of any session, the person who held the office of President at the end of the immediately preceding session.</p> <p>'a poll' means a form of voting, other than a show of hands, by which the votes are recorded in writing and are capable of being counted accurately.</p> <p>'registered member' means any member who is eligible to use a title granted by a regulatory or registering body administering a register, for which the IET holds an appropriate licence. This includes any member who is eligible to use the title:</p> <p>(a) Chartered Engineer and the designation CEng;</p>		
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	<p>(b) Incorporated Engineer and the designation IEng;</p> <p>(c) Engineering Technician and the designation EngTech.</p> <p>'Regulations' means regulations made by the Board in accordance with the Charter and these Bye-laws.</p> <p>'the Seal' means the Common Seal of the IET.</p> <p>'session' means a period from 1 October to 30 September next.</p> <p>'similarly qualified' means, in relation to a member who is not a registered member, that the member is registered with a national regulatory or registering body that is not connected with the IET which is recognised by the Board to be broadly equivalent to the national regulatory or registering bodies from which the IET holds licences.</p>		
		<p><u>'Subsidiary' means any company in which the IET (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more director(s) to the company.</u></p>	<p>Definitions required by the new Bye-laws 89A-89G.</p> <p>●</p>

	<p>'in writing' means written or printed or partly written or partly printed and shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other (including computer generated) modes of representing or reproducing words in a visible form.</p> <p>Words importing persons shall include corporations.</p>		
4.	<p>Membership</p> <p>There shall be five categories of member:</p> <p>Honorary Fellow, Fellow, Member, Associate and Student.</p>		
5.	<p>The names of all members shall be entered on the IET register of members. Any change in name shall be reported to the Chief Executive and Secretary in writing, stating the new name.</p>		
6.	<p>The rights and privileges of every member shall be personal, and not transferable, and shall be determined by the category to which the member belongs and shall be as specified in the Regulations.</p>		
7.	<p>All persons admitted to any category shall before becoming a member sign an undertaking to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>All persons admitted to any category shall before becoming a member sign an undertaking <u>agree</u> to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>Amendment to state that members shall observe the provisions of the Bye-laws and supporting rules and regulations, and removing the requirement to “sign” an undertaking. Amend wording to refer to defined term and simplify overall wording.</p>

8.	<p>Honorary Fellows</p> <p>The Board shall have power to elect Honorary Fellows, who shall be:</p> <p>(a) Persons distinguished by their work in any engineering discipline falling within the objects and purposes of the IET, or</p> <p>(b) Distinguished persons whom the IET desires to honour for services rendered to the IET or whose association is of benefit to the IET.</p>		
9.	<p>Honorary Fellows shall be entitled to use the designatory letters HonFIET (Honorary Fellow of the Institution of Engineering and Technology).</p>		
10.	<p>Fellows</p> <p>Fellows shall have met the requirements for admission as a Member and in addition shall have demonstrated significant individual responsibility, sustained achievement and professionalism in areas relevant to the interests of the IET to a level required by the Board. Fellows shall be entitled to use the designatory letters FIET (Fellow of the Institution of Engineering and Technology).</p>		
11.	<p>Members</p> <p>Members shall have achieved a standard of knowledge, understanding and</p>		

	experience, as required by the Board. Members shall be entitled to use the designatory letters MIET (Member of the Institution of Engineering and Technology) or TMIET (Technician Member of the Institution of Engineering and Technology).		
12.	Associates Associates are those who value involvement with the IET, but do not meet the requirements for admission as a Member.		
13.	Students Those who satisfy the requirements described in the Regulations shall be entitled to admission to the category of Student.		
14.	Applications to become a member or a registered member The terms and conditions, and application and other fees, if any, for admission to any category of membership shall be as determined by the Board. All applicants shall satisfy the IET that they meet the requirements for membership as laid down by the Board.		
15.	Applicants for membership in any category shall send to the IET an application in such form as shall be approved by the Board.		
16.	The assessment of candidates applying to become a registered member shall be		

	by the Board, or by a committee appointed by the Board. Such assessments may be made only by persons who are themselves registered members.		
17.	Any person whose application for membership in any category or whose application to become a registered member has been refused, shall have the right to be informed of the reasons for the refusal, and may appeal against the refusal to an impartial committee nominated for the purpose by the Board. Notice in writing of such appeal shall be given within 28 days from the date of the decision to refuse the application, together with any fee as determined by the Board. Alternatively, in the case of a refusal of an application to become a registered member, an appeal may be made to the appropriate regulatory or registering body on the grounds either that the processes required by the licences held by the IET were not correctly followed or that the refusal was unreasonable or disproportionate.		
18.	The Board may make Regulations for the purpose of setting up such an appeal committee, determining its procedures and determining its constitution.		
19.	The grounds for any appeal shall be properly investigated and adjudicated by the appeal committee, and the appeal shall be conducted fairly and in accordance with natural justice.		

20.	On reaching a conclusion, the appeal committee shall give reasons for its decision. If the decision is that the appeal be allowed (whether in whole or in part) the committee shall refer the matter back to the Board which shall re-consider the application in the light of the reasons given.		
21.	<p>Transfers</p> <p>The transfer of a member from one category of membership to another shall be by the Board. Every candidate for transfer from one category to another category shall be subject to the same requirements as someone applying to join the IET in that category of membership and shall be proposed and supported in the same way.</p>		
22.	<p>Diplomas and Certificates</p> <p>Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Honorary Fellow or Fellow a diploma under seal, and to any Member a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the IET.</p>	<p>Diplomas and Certificates</p> <p>Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any <u>Member, Fellow or</u> Honorary Fellow or Fellow a diploma under seal, and to any Member a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such <u>certificate or</u> diploma or certificate shall remain the property of, and shall on demand be returned to, the IET.</p>	<p>Amendment to regularise the description of certificates of membership and diplomas for qualifications.</p> 

23.	<p>Examinations</p> <p>The Board shall have power to make and publish Regulations, consistent with the Charter and the Bye-laws, governing the holding of examinations, including any examination that the Board considers to be necessary for candidates seeking election to any category of membership of the IET.</p>		
24.	<p>Annual Subscriptions</p> <p>The annual subscription payable by each person admitted into membership in any category shall be at rates and conditions determined by the Board from time to time. Until admitted, no person shall be entitled to the rights or privileges of membership.</p>		
25.	<p>The Board shall have the right to withdraw membership of any category from members whose annual subscription is not paid. The terms and conditions for such withdrawal shall be as determined by the Board.</p>	<p>The Board shall have the right to withdraw membership of any category from any member whose annual subscription is not paid <u>or who fails to respond to requests for continuing professional development submissions.</u></p> <p>The terms and conditions for such withdrawal (under Bye-law 14) shall be as determined by the Board <u>shall provide for such withdrawal.</u></p>	<p>Failure to provide CPD submissions will no longer be a disciplinary matter, but will instead be a contractual issue under updated membership terms and conditions.</p> <p>●</p>
26.	<p>Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, after payment of all the subscriptions due from them, including that for the current year, but</p>	<p>Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, <u>who may accept that resignation</u> after payment of all the subscriptions due from them, including</p>	<p>Amendment to state that a member who resigns, or whose membership lapses through non-payment of fees or subscriptions, after a complaint against them has been lodged with the Institution, shall be deemed to remain</p>

	<p>where an investigation has been commenced under the Disciplinary Regulations in respect of the conduct of the person giving notice of resignation in accordance with this Bye-law, the Board may direct that the resignation shall not take effect until the investigation has been finally disposed of.</p>	<p>that for the current year, but provided that <u>any member who resigns or whose membership lapses through non-payment of fees or subscriptions after a complaint against them has been lodged with the IET shall be deemed to remain in membership solely for the purpose of dealing with that allegation of improper Professional Conduct until completion of the disciplinary process has been carried out where an investigation has been commenced under in accordance with the Disciplinary Regulations made under Bye-law 33 in respect of the conduct of the person giving notice of resignation in accordance with this Bye-law, the Board may direct that the resignation shall not take effect until the investigation has been finally disposed of.</u></p>	<p>in membership solely for the purpose of dealing with the improper conduct until completion of the Disciplinary Process.</p> <p>●</p>
27.	<p>Where in their opinion it is desirable to do so, the Board may in any particular case or category of case, including those arising under reciprocal arrangements entered into with kindred bodies, reduce or remit any annual subscription, or arrears of annual subscription.</p>	<p>None</p>	
28.	<p>Disqualification</p> <p>If any member becomes a bankrupt or, in the opinion of the Board, incapable by reason of mental disorder, the Board may in its discretion terminate or suspend that member's membership. A member whose membership has been so terminated or suspended shall have the</p>	<p>Disqualification</p> <p>If any member becomes a bankrupt or, in the <u>written</u> opinion of the Board a <u>registered medical practitioner who is treating the member, physically or mentally incapable of acting as a member and may remain so for more than three months, incapable by reason of mental</u></p>	<p>Amendment to delete reference to bankruptcy and align with contemporary wording and practice.</p> <p>●</p>

	right to appeal against the decision to an independent tribunal established by the Board.	disorder , the Board may in its discretion terminate or suspend that member's membership. A member whose membership has been so terminated or suspended shall have the right to appeal against the decision to an independent tribunal established by the Board.	
29.	Professional Conduct Persons in any category of membership shall at all times uphold the dignity and reputation of their profession, act with fairness and integrity towards everyone with whom their work is connected, and towards other members and safeguard the public interest in matters of health, safety, the environment and otherwise.	Professional Conduct Persons in any category of membership shall at all times uphold the dignity and reputation of their profession, act with respect, dignity , fairness and integrity towards everyone with whom their work is connected, and towards other members and safeguard the public interest in matters of health, safety, the environment and otherwise.	The Working Party agreed to recommend that the membership be consulted on whether it would be desirable to add the words "respect" or "dignity" to Bye-laws 29-30. This would recognise the human right to dignity and respect. 
30.	Persons in any category of membership shall, in addition, exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall encourage the vocational progress of those in their professional charge.	Persons in any category of membership shall, in addition ; (a) maintain their skills and knowledge and comply with the continuing professional development expectation set out by the Board for their category of membership ; (b) exercise their professional skill and judgement to the best of their ability and ; (c) discharge their professional responsibilities with respect, dignity and integrity; (d) They shall and encourage the vocational progress of those in their professional charge.	The Working Party agreed to recommend that the membership be consulted on whether it would be desirable to add the words "respect" or "dignity" to Bye-laws 29-30 as well as inserting an obligation on members to maintain their technical knowledge by complying with the CPD requirements set by the Board. 

31.	<p>For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board may make Regulations to be observed by members in any category with regard to their conduct, and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.</p>	<p>For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board may shall make, <u>and periodically review</u>, Regulations <u>setting out a 'Code of Professional Conduct'</u> to be observed by members in any category with regard to their conduct, and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper. <u>The Board may publish guidance on the specific conduct which is to be regarded as a breach of the Code of Professional Conduct and/or "improper conduct" under Bye-law 32. In so doing, the Board shall have due regard to the guidance published by the Engineering Council or any successor regulatory body. Members shall comply with the Code of Professional Conduct.</u> No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.</p>	<p>Amendment requested by the Engineering Council and clarification around reviewing the Code of Professional Conduct to align all Professional Engineering Institutions to a common professional conduct regulation and allow the production of specific guidance on supporting the Code.</p> 
32.	<p>Disciplinary Powers</p> <p>For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered member, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations, or</p>	<p>Disciplinary Powers</p> <p>For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered member, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations, or the Code of</p>	<p>Reflects proposed amendment to Bye-law 31 and further clarifies improper conduct.</p> 

	(c) any conduct injurious to the IET, including (without limitation) a conviction of any criminal offence where the circumstances leading to such conviction may indicate unfitness to be a member.	<u>Professional Conduct made under Bye-law 31;</u> <u>(c) any breach of these Bye-laws (other than those Bye-laws where the Board has identified in Regulations or other document that a process other than that at Bye-law 33 will be followed); or</u> <u>(d) any conduct injurious to the IET, including (without limitation) a conviction of any criminal offence where the circumstances leading to such conviction may indicate unfitness to be a member.</u>	
33.	The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it. The accused shall have the right to be heard by an independent tribunal, to be represented at any hearing, to cross examine witnesses and to call witnesses on behalf of the accused, and in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of improper conduct, the tribunal may order that the member be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of registration, an appeal may be made to the appropriate regulatory or registering body on the grounds either	The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it <u>and, in doing so, the Board shall have due regard to the guidance published by the Engineering Council or a successor regulatory body. All members shall comply with and co-operate with the disciplinary procedure set out in Regulations made under this Bye-law; which shall provide for a hearing which complies with the law of natural justice before a panel of members who have no conflict of interest.</u> The accused member <u>who is the subject of an alleged breach</u> shall have the right to be heard by an independent tribunal, to be <u>entitled to be represented at any hearing, have the opportunity</u> to cross examine witnesses and to call witnesses on behalf of the accused, and <u>have the right to appeal to an independent tribunal established under Regulations made by the Board in all</u>	Amendment requested by the Engineering Council as in Bye-law 31. Modernising language used to define a member alleged to be in breach of the standards of professional conduct. Amended to allow for other, less stringent, sanctions that may be more appropriate to the specific breach.

	<p>that the processes required by the licences held by the IET were not correctly followed or that the refusal was unreasonable or disproportionate.</p>	<p>respects the proceedings shall be conducted in accordance with natural justice. Should the alleged breach be proven. A member who is found to have engaged in be found by the tribunal to be guilty of improper conductthe tribunal may order that the member may be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished, or subjected to such other sanction(s) as the Board may identify in Regulations made under Bye-law 33.the Board may impose other sanctions. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of registration, an appeal may be made to the appropriate regulatory or registering body on the such grounds either that the processes required by the licences held by the IET were not correctly followed or that the refusal was unreasonable or disproportionate as that body permits.</p>	
34.	<p>Re-admissions</p> <p>The Board may readmit to membership in any category any person whose membership has terminated from any cause provided that the member satisfies the Board that the member is worthy and remains eligible for readmission, and pays such amounts in respect of application fee and arrears of</p>	<p>Re-admissions</p> <p>The Board may readmit to membership in any category any person whose membership has terminated from any cause provided that the member <u>person</u> satisfies the Board that the member <u>person</u> is worthy and remains eligible for readmission, and pays such amounts in respect of application fee and arrears of</p>	<p>Amendment to replace “member” with “person”, using the correct terminology for the circumstances.</p> <p>●</p>

	subscriptions as the Board may determine.	subscriptions as the Board may determine.	
35.	Ordinary Meetings The Ordinary Meetings of the IET shall be conducted as prescribed by the Board from time to time.		
36.	No question shall be discussed, or motion be made, at the Ordinary Meetings relating to the direction and management of the IET.		
37.	General Meetings The IET in General Meeting shall constitute the highest legislative assembly of the IET.		
38.	Persons in any category of membership shall be entitled to attend General Meetings. Only Honorary Fellows, Fellows and Members shall be entitled to vote at General Meetings.		
38A.		<u>In determining attendance at a General Meeting (including at the Annual General Meeting), it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a General Meeting (including the Annual General Meeting) if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.</u>	Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings. This will allow for member engagement in a General Meeting (both attendance and voting) to be other than in person. 

38B.		<p><u>A person is able to exercise the right to vote at a General Meeting (including the Annual General Meeting) when:</u> <u>(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and</u> <u>(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.</u></p>	<p>Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings.</p> <p>●</p>
39.	A General Meeting may be called at any time by the Board.	None	
40.	The Board shall at all times call a General Meeting on a requisition in writing of 50 Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 50 Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted.	The Board shall at all times call a General Meeting on a requisition in writing of <u>[XX]</u> <u>[% of the]</u> 50 Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of <u>[XX]</u> <u>[% of the]</u> 50 Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted.	<p>The Working Party agreed to recommend that the membership be consulted on a change to the number of members required to petition a General Meeting – in line with modern governance – and whether an absolute number or a percentage would be preferable.</p> <p>●</p>
41.	At least 14 days' notice shall be given to all members of all General Meetings. The notice shall specify the business to be transacted, and no other business shall be transacted at these meetings. The accidental omission to give notice of a meeting to any member shall not invalidate the meeting.		

42.	No report of the proceedings at any General Meeting of the IET shall be taken or published except with the consent of the Board previously obtained.		
43.	Proceedings at General Meetings The President shall preside at all General Meetings of the IET, when present; in the absence of the President, a past President, a Deputy-President, a Vice-President, or, if none be present, another member of the Board present shall preside.		
44.	Votes may be given at any General Meeting either personally or by proxy unless otherwise provided. On a show of hands every person present in person and entitled to vote at such meeting shall have one vote. In a case where a poll is demanded in accordance with Bye-law 49 every person present in person or by proxy and entitled to vote at such meeting shall have one vote.		
45.	No person shall be appointed a proxy to vote at any meeting who is not entitled in their own right to vote at such meeting.		
46.	The instrument appointing a proxy shall be in a form prescribed by the Board from time to time.		
47.	The instrument appointing a proxy (or a copy thereof delivered by means of electronic communication) shall be received by the office of the IET not less than 48 hours before the time for holding the meeting at which the person named in		

	the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date.		
48.	A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless written information of the death or revocation had been received by the IET before the vote was taken.		
49.	A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place as directed by the chairperson. The fact that a poll has been demanded shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.	A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place <u>and/or electronic means of attendance</u> as directed by the chairperson. The fact that a poll has been demanded shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.	Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings. See also Bye-law 38. ●
50.	In the case of an equality of votes the chairperson of the meeting shall on a show of hands and at a poll have a casting vote in addition to a personal vote.		
51.	Quorum The quorum at any General Meeting shall be 25 members entitled to vote and no business shall be transacted without a		

	quorum being present. Should a quorum not be present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.		
52.	Annual General Meetings The IET shall in each year hold a General Meeting as its Annual General Meeting.		
53.	The Annual General Meeting shall be held at such time and place as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors and to receive an annual report from Council. No other business shall be considered unless specified in the notice convening the meeting.	The Annual General Meeting shall be held at such time and place <u>and/or electronic means of attendance</u> as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors and to receive an annual report from Council. No other business shall be considered unless specified in the notice convening the meeting.	Amendment to allow wholly virtual or hybrid General Meetings. See also Bye-law 38. ●
54.	Board of Trustees – Transitional Provisions In respect of the session beginning on the Effective Date and the session beginning on the first anniversary of the Effective Date, one of the candidates for election as an ordinary member of the Board for such sessions shall be either an Honorary Fellow, Fellow or Member, a current or	Board of Trustees – Transitional Provisions In respect of the session beginning on the Effective Date and the session beginning on the first anniversary of the Effective Date, one of the candidates for election as an ordinary member of the Board for such sessions shall be either an Honorary Fellow, Fellow or Member, a current or	Amendment to delete Bye-laws 54 and 55. These Bye-laws were inserted as transitional provisions for a now elapsed time period. ●

	past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years.	past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years. <u>Not used.</u>	
55.	Bye-law 64 shall be deemed to be varied to the extent necessary to give effect to Bye-law 54.	Bye-law 64 shall be deemed to be varied to the extent necessary to give effect to Bye-law 54. <u>Not used.</u>	Amendment to delete Bye-laws 54 and 55. These Bye-laws were inserted as transitional provisions for a now elapsed time period. 
56.	Board of Trustees The Board shall consist of: the President; two Deputy-Presidents; six Vice-Presidents; six ordinary members; the Past President (subject to Bye-law 66): of whom at least two Trustees must be aged less than 36 years at the commencement of their period of office and, if such persons are not also resident outside the United Kingdom, at least one other Trustee shall be resident outside the United Kingdom at such time; and any person(s) co-opted to the Board pursuant to Bye-law 67.		
57.	The office of a member of the Board shall be honorary and without remuneration.		
58.	Any question of doubt or difficulty as to eligibility for, or retirement from,		

	membership of the Board shall be decided by the Board.		
59.	No member who is an employee of the IET or prohibited by law from being a charity trustee shall be eligible to be a member of the Board.		
60.	Unless stated to the contrary, in relation to any period of office, a year is the time between 1st October and 30th September next.		
61.	<p>The President</p> <p>The President shall be appointed annually by the Board. Those eligible to be appointed shall be serving or former Deputy-Presidents or serving or former Vice-Presidents. The President shall be eligible for re-appointment provided that, subject to Bye-law 72, no person shall hold the office of President for more than three years in succession.</p>		
62.	<p>The Deputy-Presidents</p> <p>The Deputy-Presidents shall be appointed by the Board of Trustees, from amongst the current and previous Vice-Presidents. Those eligible to be appointed shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. A Deputy President shall hold office for two years, and shall be eligible for re-appointment for one subsequent term. Subject to Bye-law 72, no person shall</p>		

	hold the office of Deputy-President for more than four years in all.		
63.	<p>The Vice-Presidents</p> <p>The Vice-Presidents shall be elected in accordance with Bye-laws 69 to 71. Those eligible to be elected shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. With effect from the session beginning on the third anniversary of the Effective Date, at least one Vice-President elected each year shall be a current or past Trustee, or a current member of Council, or have been a member of Council or a Main Board Member in the previous three years. Vice Presidents shall hold office for three years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 72, no person shall hold the office of Vice-President for more than six years in all.</p>	<p>The Vice-Presidents</p> <p>The Vice-Presidents shall be elected in accordance with Bye-laws 69 to 71. Those eligible to be elected shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. With effect from the session beginning on the third anniversary of the Effective Date, at At least one Vice-President elected each year shall be a current or past Trustee, or a current member of Council, or have been a member of Council or a Main Board Member in the previous three years. Vice Presidents shall hold office for three years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 72, no person shall hold the office of Vice-President for more than six years in all.</p>	<p>The deletion of Bye-laws 54 and 55 removes the need for the statement on “transitional provisions” in this Bye-law.</p> <p>●</p>
64.	<p>Ordinary members of the Board</p> <p>(a) The ordinary members of the Board shall be elected in accordance with Bye-laws 69 to 71.</p> <p>(b) No person shall be eligible to be an ordinary member of the Board unless that person is an Honorary Fellow, Fellow or Member and, with effect from the session beginning on the second</p>	<p>Ordinary members of the Board</p> <p>(a) The ordinary members of the Board shall be elected in accordance with Bye-laws 69 to 71.</p> <p>(b) No person shall be eligible to be an ordinary member of the Board unless that person is an Honorary Fellow, Fellow or Member and, with effect from the session beginning on the second</p>	<p>The deletion of Bye-laws 54 and 55 removes the need for the statement on “transitional provisions” in this Bye-law.</p> <p>●</p>

	<p>anniversary of the Effective Date unless that person is also a current or past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years and, unless the Board resolves to the contrary in any particular case, has been active within the IET and is a registered member or is similarly qualified.</p> <p>(c) An ordinary member of the Board shall hold office for three years or such lesser term as determined at the time of their election, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 68 no person shall hold the office of ordinary member of the Board for more than six years in all.</p>	<p>anniversary of the Effective Date unless that person is also a current or past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years and, unless the Board resolves to the contrary in any particular case, has been active within the IET and is a registered member or is similarly qualified.</p> <p>(c) An ordinary member of the Board shall hold office for three years or such lesser term as determined at the time of their election, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 68 no person shall hold the office of ordinary member of the Board for more than six years in all.</p>	
65.	<p>Past President</p> <p>At the commencement of each session, the Past President shall assume the office of Trustee for one year.</p>		
66.	<p>If the President has been reappointed as President in accordance with Bye-law 61, or the Past President is unable or unwilling to hold the office of Trustee, the Past President position on the Board shall remain vacant for that year.</p>		
67.	<p>Co-option</p> <p>The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in</p>	<p>Co-option</p> <p>The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in</p>	<p>Amendment to allow the co-option of Students, Associates and non-members as Trustees, broadening the option to seek specific skills and experience to support the Board. The</p>

	<p>accordance with this Bye-law shall be Honorary Fellows, Fellows and Members and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. A co-opted Trustee shall hold office until the end of the session in which such Trustee was appointed, and shall be eligible for re-appointment as a Trustee in accordance with this Bye-law provided that, subject to Bye-law 72, no person shall be a co-opted Trustee for more than two years in all.</p>	<p>accordance with this Bye-law shall be Honorary Fellows, Fellows and Members and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified <u>any persons with, in the reasonable opinion of the Board, the appropriate skills and experience for the role. The requirements of Bye-laws 64(b) and 73(d) that members of the Board must be Honorary Fellows, Fellows or Members does not apply to those co-opted.</u> A co-opted Trustee shall hold office until the end of the session in which such Trustee was appointed, and shall be eligible for re-appointment as a Trustee in accordance with this Bye-law provided that, subject to Bye-law 72, no person shall be a co-opted Trustee for more than two years in all.</p>	<p>power to co-opt Trustees was introduced in 2016, but Bye-laws 64(b) and 73(d) allow only Honorary Fellows, Fellows and Members to serve as Trustees.</p>
68.	<p>Honorary Treasurer</p> <p>Annually the Board of Trustees shall appoint a Trustee as Honorary Treasurer. The duties of the Honorary Treasurer shall be as set out in the Regulations.</p>		
69.	<p>Nominations for election of Vice-Presidents and ordinary members of the Board</p> <p>(a) In each session of the IET, the Board shall following wide consultation, including with the Chairperson of Council, nominate eligible persons as candidates for election to fill the vacancies which will</p>		

	<p>arise on 1st October next for Vice-President and ordinary membership of the Board. Not later than 21st May the Chief Executive and Secretary shall send to each member of the IET, entitled to vote, a list of the candidates nominated.</p> <p>(b) Members may nominate additional eligible candidates for election to fill the vacancies specified in Bye-law 69(a). The name of each candidate must be supported by ten persons, each of whom shall be an Honorary Fellow, Fellow or Member. No person may support more than one candidate for each category of vacancy. Each nomination must be delivered in writing to the Chief Executive and Secretary not later than 28 days after the publication of the list of candidates, with the nominee's written consent to stand for election and to accept office if elected. Trustees may only support candidates which have been nominated by the Board under Bye-law 69(a).</p>		
70.	<p>Ballot for election of Vice-Presidents and ordinary members of the Board</p> <p>(a) Not later than 1st July each year, or such later date as the Board may determine, the Board shall send to each member entitled to vote a ballot paper, which may be in electronic form, containing the names of all candidates duly nominated to fill any forthcoming vacancies for Vice-President or ordinary</p>		

	<p>membership of the Board. The form and content of ballot papers shall otherwise be such as the Board shall prescribe.</p> <p>(b) If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected and no ballot papers shall be sent and no ballot of members shall be required.</p> <p>(c) The persons elected shall take office on 1st October next following the election.</p> <p>(d) The Board may make, vary and rescind Regulations governing the conduct of the ballot provided that such Regulations are not inconsistent in any way with the provisions of the Charter and these Bye-laws.</p> <p>(e) The result of the ballot shall be published. Details of the votes cast and the calculation sheets shall be published on the IET website.</p>		
71.	<p>If a person elected in accordance with Bye-law 70 should die or cease to be eligible to hold office before 1st October next, the Board shall appoint a duly qualified person to fill that vacancy, and the person so appointed shall serve as if duly elected.</p>		

72.	<p>Vacancies in the offices of President, Deputy-President and Vice-President and in the ordinary membership of the Board</p> <p>Save in respect of the Past President (in respect of whom Bye-law 66 shall apply), the Officers and ordinary members of the Board whose terms of office would otherwise expire on the 30th September shall in all cases continue in office until others are elected or, in the case of the President and Deputy-President appointed, in their place.</p>		
73.	<p>An Officer or an ordinary member of the Board shall cease to hold office if such person:</p> <p>(a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board; or</p> <p>(b) shall be disqualified by law from being a charity trustee; or</p> <p>(c) resigns office by written notice to the Chief Executive and Secretary; or</p> <p>(d) ceases to be an Honorary Fellow, a Fellow or a Member; or</p>	<p>An Officer or an ordinary member of the Board shall cease to hold office if such person:</p> <p>(a) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board <u>in the written opinion of a registered medical practitioner who is treating that person, physically or mentally of acting as a member of the Board and may remain so for more than three months;</u> or</p> <p>(b) shall be prohibited by law from being <u>a company director or disqualified by law from being</u> a charity trustee; or</p> <p>(c) resigns office by written notice to the Chief Executive and Secretary; or</p>	<p>Amendment for consistency with Bye-law 28.</p> <p>●</p> <p>Aligning with modern governance principles.</p> <p>●</p>

	<p>(e) is absent without leave of the Board from more than half the meetings of the Board held in any session, and the Board resolves that the Officer or ordinary member shall cease to hold office; or</p> <p>(f) is removed from office by a resolution passed at a General Meeting by a majority of not less than two-thirds of the Honorary Fellows, Fellows and Members present in person or by proxy and voting; or</p> <p>(g) becomes an employee of the IET.</p>	<p>(d) ceases to be an Honorary Fellow, a Fellow or a Member; or</p> <p>(e) is absent without leave of the Board from more than half the meetings of the Board held in any session, and the Board resolves that the Officer or ordinary member shall cease to hold office; or</p> <p>(f) is removed from office by a resolution passed at a General Meeting by a majority of not less than two-thirds of the Honorary Fellows, Fellows and Members present in person or by proxy and voting; or</p> <p>(g) becomes an employee of the IET.</p>	
74.	Should a vacancy be created in the membership of the Board, other than that arising under Bye-laws 61 to 64, the remaining members of the Board shall if practicable appoint an eligible person to fill the vacancy for a period limited to the remainder of the term that would have been served by the member who leaves office. A period of service so limited shall not count towards any maximum period of office specified in Bye-laws 61 to 64.		
75.	If there are fewer than eight but more than two members of the Board, the Board may meet but only for the purpose of filling casual vacancies in the Officers or in the ordinary members of the Board. If through any cause, the number of		

	members of the Board should be less than three, the appointment of persons to fill vacancies in the Board under Bye-laws 71 and 74 shall be made by resolution passed at a General Meeting.		
76.	<p>Proceedings, powers and duties of the Board</p> <p>The Board shall manage the property and affairs of the IET in accordance with the Charter and these Bye-laws, and may exercise all such powers of the IET as are not required to be exercised by a General Meeting of the IET.</p>		
77.	The Board shall meet as often as the business of the IET may require and may act notwithstanding any vacancy in its body. Subject to these Bye-laws, it shall regulate its proceedings as it thinks fit, and shall from time to time formulate and resolve rules of procedure for its meetings.		
78.	The quorum for the transaction of business of the Board shall be eight or one more than half of its number, whichever is the greater.		
79.	Except where the Charter or these Bye-laws provide to the contrary, the Board may delegate any of its powers or the implementation of any of its resolutions to any committee, and every such committee shall be accountable to the Board. All delegations under this Bye-law		

	shall be variable or revocable by the Board at any time.		
80.	The resolution making that delegation shall specify those who shall serve on such committee.		
81.	The composition of any such committee shall be entirely at the discretion of the Board which may make and vary such regulations and impose such terms and conditions and give such mandates to the committee as it may from time to time think fit.		
82.	The deliberations of any such committee shall be reported to the Board after each meeting and any resolution passed or any decision taken by any such committee shall be reported forthwith to the Board.		
83.	Groupings of members, based on territory, knowledge or special interest may be established or disestablished. These groupings shall be established, constituted or disestablished, and their affairs carried on, in accordance with Regulations to be approved from time to time by the Board who shall have power to vary the same subject always to the provisions of the Charter and Bye-laws.		
84.	The Board shall cause to be kept accounting records in respect of the IET which are sufficient to show and explain all the IET's financial transactions together with a record of all the assets and liabilities of the IET. These accounting records shall be preserved for		

	at least six years from the end of the financial year in which they are made.		
85.	The financial year of the IET shall end on the 31st December; and the accounts of the IET, complying with such requirements as to their form and content as may be prescribed by regulation made by the Secretary of State, shall be prepared each year to that date, and having been approved by the Board and examined and found to be correct by an auditor or auditors, shall be laid before the next Annual General Meeting.		
86.	The appointment, powers and duties of the auditor shall be regulated as far as possible, and with the necessary modifications, in accordance with the Companies Act 2006 or any statutory modification thereof for the time being in force.		
87.	The Board shall pay to the Chief Executive and Secretary and to all persons employed under the Chief Executive and Secretary such salaries, wages, or remuneration as the Board shall from time to time think proper, and the Board shall make such provision for and grant such pensions to them after their retirement from the service of the IET as the Board may think proper.		
88.	The Board shall arrange for the publication, in any manner which it deems advisable, of such papers, documents, and publications as may be considered by		

	the Board to be likely to advance the objects of the IET.		
89.	The Board may, upon receipt of a request to that effect from any society with objects kindred to those of the IET, arrange for the union, alliance, or incorporation of such society with the IET, under conditions determined by the Board.		
89A.		<p><u>Conflicts of Interest</u> <u>A member of the Board must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the Board, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the IET or in any transaction or arrangement entered into by the IET which has not previously been declared.</u></p>	<p>The starting point in charity law is that charity trustees and persons connected with them should not materially benefit from the charity at all. As such, it is important that any benefits are authorised either expressly in the charity's governing document, as a matter of law (for example, by statute) or by the Charity Commission. For this reason, it is important to include appropriate provisions in the Royal Charter regarding the authorisation of personal benefits. These amendments will bring the Royal Charter in line with Charity Commission expectations and best practice.</p>
89B.		<p><u>A member of the Board who is or becomes Conflicted in relation to any matter to be discussed by the Board must:</u> <u>(a) absent themselves from those discussions, unless the un-conflicted members of the Board invite the Conflicted member of the Board to remain in order to provide information to assist them in their discussions; and</u></p>	

		<u>(b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board, and shall not be counted in the quorum for that part of the discussion.</u>	
89C.		<u>A member of the Board, notwithstanding their office or that such situation or interest may conflict with the interests of or their duties to the IET, may:</u> <u>(a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and</u> <u>(b) make full disclosure of any information relating to the IET to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Board, and a member of the Board who has an interest under this Bye-law will declare to the Board the nature and extent of their interest as soon as practicable after such interest arises.</u>	
89D.		<u>If a Conflict arises for a member of the Board because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Charter or the Bye-laws, the un-conflicted members of the Board may authorise that Conflict where the following conditions apply:</u> <u>(a) the Conflicted member of the Board is absent from the part of the meeting at which there is discussion of any</u>	

		<p><u>arrangement or transaction affecting that other organisation or person;</u></p> <p><u>(b) the Conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;</u></p> <p><u>(c) the un-conflicted members of the Board consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and</u></p> <p><u>(d) the Conflict does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.</u></p>	
89E.		<p><u>Any authorisation of a Conflict under By-law 89D:</u></p> <p><u>(a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;</u></p> <p><u>(b) may impose upon the Conflicted member of the Board such other terms for the purposes of dealing with the Conflict as the un-conflicted members of the Board think fit; and</u></p> <p><u>(c) may provide that, where the Conflicted member of the Board obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a member of the Board) information that is confidential to a third party, they shall not</u></p>	

		<u>be obliged to disclose that information to the IET, or to use it in relation to the IET's affairs where to do so would amount to a breach of that confidence.</u>	
89F.		<u>Where the un-conflicted member of the Board authorise a Conflict under Bye-law 89D, the Conflicted member of the Board shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the un-conflicted members of the Board in relation to the Conflict.</u>	
89G.		<u>The Trustees may revoke or vary any authorisation given under Bye-law 89D at any time, but this shall not affect anything done by the Conflicted member of the Board.</u> <u>The Trustees may revoke or vary any authorisation given under Bye-law 89D at any time, but this shall not affect anything done by the Conflicted member of the Board prior to such revocation or variation in accordance with the terms of such authorisation.</u>	
90.	Council The composition of Council and the method of appointment and election of its members shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the IET eligible to vote and voting at a General Meeting. The manner in which the proceedings and other business of the Council are		

	conducted shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the Council eligible to vote and voting at a meeting of Council.		
91.	<p>The Council shall have the right and responsibility:</p> <p>(a) of tendering advice to the Board of Trustees concerning the conduct of the IET's affairs generally, including its direction and strategy, and on any other matters referred to it by the Board of Trustees;</p> <p>(b) of communicating views that are representative of the range of views of members of the IET on these and other matters to the Board of Trustees;</p> <p>(c) of monitoring the governance of the IET and promoting a culture of continuous improvement.</p>		
92.	The Board of Trustees shall consider the strategic advice and guidance of Council, and explain to Council how this advice will be taken into account. If the Board of Trustees does not accept the advice of Council it will inform Council and, provided time permits, discuss the matter further with Council before implementing its decisions.		
93.	Council shall receive regular reports from the Board of Trustees including minutes of the Board meetings, but excluding		

	<p>matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis.</p>		
94.	<p>The Council shall be advised annually of the terms of reference and composition of all boards and committees of the IET and have access to minutes of their meetings, but excluding matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis.</p>		
95.	<p>The Chairperson and Deputy Chairperson of Council shall be elected before the first meeting of the session as set out in the Regulations. In the absence of the Chairperson and Deputy Chairperson of Council, a meeting of Council will be chaired by one of its number elected at that meeting.</p>		
96.	<p>Meetings of Council</p> <p>The frequency and conduct of meetings shall be as decided by the Council from time to time.</p>		
97.	<p>Copyright</p> <p>So far as practicable every paper presented to the IET, and accepted for reading, or for publication in full or in abstract, and every paper read at a meeting of the IET or any part thereof,</p>	<p>Copyright</p> <p>So far as practicable every paper presented to the IET, and accepted for reading, or for publication in full or in abstract, and every paper read at a meeting of the IET or any part thereof,</p>	<p>Amendment to remove the requirement to control the copyright of the IET's publications as this is no longer practicable.</p> <p>●</p>

	and the copyright therein, shall be the property of the IET. The Board shall have power to release or surrender the rights of the IET in respect of any such paper or the copyright therein. The right of publishing all such papers and the reports of the proceedings and discussions at meetings of the IET or any part thereof shall be reserved to the Board, which may give its consent to publication on whatever terms and conditions it may consider appropriate.	and the copyright therein, shall be the property of the IET. The Board shall have power to release or surrender the rights of the IET in respect of any such paper or the copyright therein. The right of publishing all such papers and the reports of the proceedings and discussions at meetings of the IET or any part thereof shall be reserved to the Board, which may give its consent to publication on whatever terms and conditions it may consider appropriate. <u>Not used.</u>	
98.	Indemnity All members of the Board and all members of any board, committee, panel or other body appointed pursuant to these Bye-laws or otherwise by or with the approval of the Board for the purposes of the IET shall be accountable in respect of their own acts only, and shall not be accountable for any acts done or authorised to which they shall not have expressly assented. No members of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by them, other than through their own wilful act or default.		
99.	All persons referred to in Bye-law 94 and the Chief Executive and Secretary and the other employees of the IET shall be indemnified out of the funds and property of the IET from and against all costs,	All persons referred to in Bye-law 94 <u>98</u> and the Chief Executive and Secretary and the other employees of the IET shall be indemnified out of the funds and property of the IET from and against all	Amendment to correct a cross-reference. 

	charges, damages and expenses whatsoever which they shall sustain by reason of their respectively accepting office or acting properly in execution of the duties or power imposed upon or given to them by the Charter or under or by virtue of the Bye-laws of the IET.	costs, charges, damages and expenses whatsoever which they shall sustain by reason of their respectively accepting office or acting properly in execution of the duties or power imposed upon or given to them by the Charter or under or by virtue of the Bye-laws of the IET.	
100.	<p>Common seal</p> <p>The Board shall provide a common seal of the IET, and make rules for its safe custody and use.</p>		
101.	<p>Notices</p> <p>Any notice may be served or any communication may be sent by the Board or by the Chief Executive and Secretary upon or to any member either personally, or by sending it prepaid through the post or by using electronic communications, addressed to such person at the address registered in respect of that member in the books of the IET. 'Address' in relation to electronic communications includes any number or address for the purpose of such communications.</p>		
102.	<p>Any notice or other communication, if sent by post, shall be deemed to have been delivered on the seventh day following that on which it was posted; and in proving that it has been sent it shall be sufficient to prove that the notice or communication was properly addressed and posted.</p>		

103.	Any notice or communication served using electronic communications shall be deemed to have been served at the expiration of 48 hours after the time it was sent and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.		
104.	Until the Effective Date, the provisions of the Bye-laws of the Institution in force immediately prior to the coming into force of these Bye-laws (the "Old Bye-laws") shall be deemed to form part of these Bye-laws save that, in the case of any inconsistency between the Old Bye-laws and these Bye-laws, the Old Bye-laws shall prevail, except for any provisions governing elections for or appointments to positions on the Board commencing on or after the Effective Date, in which case the provisions of these Bye-laws shall prevail. In the case of any ambiguity in the interpretation of this Bye-law, the Board shall make the final determination.	Until the Effective Date, the provisions of the Bye-laws of the Institution in force immediately prior to the coming into force of these Bye-laws (the "Old Bye-laws") shall be deemed to form part of these Bye-laws save that, in the case of any inconsistency between the Old Bye-laws and these Bye-laws, the Old Bye-laws shall prevail, except for any provisions governing elections for or appointments to positions on the Board commencing on or after the Effective Date, in which case the provisions of these Bye-laws shall prevail. In the case of any ambiguity in the interpretation of this Bye-law, the Board shall make the final determination.	The deletion of Bye-laws 54 and 55 removes the need for this Bye-law on "transitional provisions". These Bye-laws were inserted as transitional provisions for a now elapsed time period.