



At the Council Chamber, Whitehall

THE 27th DAY OF JULY 2015

BY THE LORDS OF HER MAJESTY'S
MOST HONOURABLE PRIVY COUNCIL

The Privy Council has allowed the revised By-laws of the Institute of Directors as set out in the Schedule to this Order.

Richard J. Gibson

SCHEDULE

REVISED BY-LAWS OF THE INSTITUTE OF DIRECTORS

Interpretation Clause

BL1. In the event of any inconsistency between the provisions of the Charter and the provisions of these By-Laws, the provisions of the Charter will prevail.

BL2. In these By-Laws, unless the context otherwise requires, the following words shall bear the meanings below:

Academic Regulations means academic regulations forming part of the Board Regulations (as defined below);

Board means the body, constituted in accordance with the Laws of the Institute, responsible for managing the affairs and long term success of the Institute;

Board Regulations means board regulations (including the Academic Regulations), approved by the Board from time to time;

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| Charter | means the Royal Charter granted by Her Majesty The Queen to the Institute in 1906 and all Supplemental Royal Charters which have come into force since then; |
| Charter Objects | means the objects of the Institute as set out in paragraph 2 of the Charter; |
| Clear Days | in relation to the period of notice means full and complete days, excluding the day when notice is given or deemed to be given and the day on which it is to take effect; |
| Entity | means an incorporated company, business unit or association, professional or other partnership, non-departmental public body, not-for-profit organisation, charity, trust, local or national government, military services, academic or training organisation or similar body whose activities and strategies require direction; |
| Institute | means the Institute of Directors; |
| Institute Member | means an individual who is a member of the Institute in accordance with these By-Laws, whether a Fellow, Honorary Fellow, Member, Honorary Member, Associate or Student Member of the Institute; |
| Laws of the Institute | means the Laws of the Institute as agreed from time to time, including but not limited to the Charter, By-Laws, Member Regulations, Board Regulations (including Academic Regulations) and Rules; |
| Member Regulations | means member regulations approved by the Voting Members from time to time; |
| Ordinary Resolution | means a resolution passed at a general meeting by a simple majority of Voting Members voting on that resolution; |
| Rules | means the Board Rules, Council Rules and Member Rules; |
| Special Resolution | means a resolution passed at a general meeting of the Institute Members convened and held in accordance with these By-Laws and passed by not less than three-quarters of the Voting Members voting on that resolution; and |
| Voting Member | means all Institute Members within Fellow, Member and Associate categories who are current and therefore eligible to vote. |

Membership

- BL3. Membership of the Institute is open only to individuals, is personal to each Institute Member and is not transferable.
- BL4. There shall be the following categories of membership:
- a. Fellows, who will be entitled to use the designations "Fellow" and "FIoD";
 - b. Honorary Fellows, who will be entitled to use the designations "Honorary Fellow" and "Hon FIoD";
 - c. Members, who will be entitled to use the designations "Member" and "MIoD";
 - d. Honorary Members, who will be entitled to use the designations "Honorary Member" and "Hon MIoD";
 - e. Associates; and
 - f. Student Members.
- BL5. All Institute Members shall use their reasonable endeavours to promote the Charter Objects and purposes of the Institute and shall observe all of the relevant provisions of the Laws of the Institute.
- BL6. All Institute Members shall pay an annual subscription and any applicable fee as specified in the Member Regulations (MR16 to MR20).
- BL7. The conditions to be satisfied by individuals in each membership category (MR3 to MR13) and the privileges of Institute Members (MR14) are specified in the Member Regulations. The procedure for application and admission for Institute membership shall be specified in the Board Regulations.
- BL8. A register shall be kept by the Institute containing the names and addresses of all Institute Members, specifying the category of each Institute Member together with such other particulars as may be required by the Board. Each Institute Member shall inform the Institute of any change of name or address.
- BL9. An Institute Member shall cease to be an Institute Member on the occurrence of any one or more of the events as set out in the Member Regulations, including but not limited to:
- a. resignation by the Institute Member;
- Or**
- b. non-payment of any annual subscription and/or other fees payable by the Institute Member in question;
- Or**
- c. contravention of any of the Laws of the Institute, as determined by the Institute in accordance with the provisions set out in the Member Regulations.
- BL10. Any contravention of any of the Laws of the Institute may be grounds for the imposition of sanctions. The Member Regulations set out the procedures for

review of any conduct breaches, including but not limited to the method of review and outcome if a complaint is upheld (MR29 to MR68).

Affiliates

BL11. The Board may enter into affiliation arrangements in accordance with the Board Regulations. The affiliate body must exist for the purpose of promoting directors; members of that affiliate body will be permitted by the Institute to have such rights as agreed by the Board and may be admitted and remain as Chartered Directors if they meet the qualifying criteria.

Chartered Directors

BL12. To be eligible for admission as a Chartered Director a person must:

a. be an Institute Member or member of an affiliate body;

And

b. demonstrate the professional competencies as set out in the Board Regulations including but not limited to competencies and experience relating to strategic perception, decision-making, the analysis and use of information, communication and interaction with others;

And

c. undertake to comply with the mandatory Code of Conduct and the Institute's continuous professional development scheme as detailed further in the Board Regulations.

BL13. An Institute Member or a member of an affiliate body admitted as a Chartered Director will be entitled to use the designations 'Chartered Director' and 'CDir'.

BL14. An Institute Member admitted as a Chartered Director will automatically become a Fellow of the Institute.

BL15. A register shall be kept by the Institute containing the names and addresses of all Chartered Directors, specifying such particulars as may be required by the Board. Each Chartered Director shall inform the Institute of any change of name or address.

BL16. A person admitted as a Chartered Director in accordance with the Laws of the Institute must for so long as they remain a Chartered Director:

a. pay an annual fee in advance to the Institute;

And

b. complete a minimum amount of continuous professional development and submit a record of this to the Institute;

And

c. submit an annual record of current directorships to the Institute;

And

- d. adhere to the Code of Conduct, as set out from time to time by the Board, and the Laws of the Institute.
- BL17. Board Regulations set out the details in respect of each of these requirements of Chartered Directors.
- BL18. In exceptional circumstances and without having to satisfy the requirements of these By-Laws and the Board Regulations, the Board shall have discretion to invite individuals to be admitted as Honorary Chartered Directors on the grounds of their particular distinction in the direction and governance of organisations. The Institute shall be entitled to withdraw admission as an Honorary Chartered Director at any time (without any obligation to give reasons for its decision). Chartered Directors admitted under the honorary route will be entitled to use designations of either:
- a. 'Honorary Chartered Director' and 'Hon CDir';
- Or**
- b. if permitted by the Board, 'Chartered Director' and 'CDir'.

Education

- BL19. The Board shall have the power to make, alter, amend or revoke the Academic Regulations for all matters relating to the assessments and accreditations of the Institute.
- BL20. The assessments and accreditations of the Institute shall be such as the Board may from time to time determine and these shall be set out in the Academic Regulations. All assessments and accreditations shall be governed by the principles of validity, reliability, relevance, accountability and transparency.

General Meetings

- BL21. An annual general meeting of the Institute shall be held once in every year at such place and at such time as the Board may determine; not more than fifteen months shall elapse between the date of any two annual general meetings.
- BL22. All general meetings other than annual general meetings shall be called special general meetings. The Board may call a special general meeting whenever it thinks fit.
- BL23. The Board shall determine the business of a general meeting. Notwithstanding this, the Council shall have the right to requisition that an item be included on the agenda of a general meeting, which shall not be rejected by the Board.
- BL24. On the written requisition of not less than seventy-five Voting Members, the Board shall:
- a. convene a special general meeting for a date not later than eight weeks following receipt of the requisition. If the Board fails to convene a special general meeting within eight weeks of receipt of such requisition,

a special general meeting may be convened by the requisitionists or a majority in number of them not later than four months from the date of receipt of the requisition by the Institute;

Or

b. include on any general meeting agenda additional item(s), if requisitioned no later than eight weeks prior to the date of the general meeting.

BL25. Any requisition pursuant to paragraphs BL24(a) and BL24(b) shall state in full the objective(s) of the proposed meeting or the item(s) to be included on the agenda (as appropriate) along with the full text of any proposed resolution. Any such requisition may consist of several documents in like form.

BL26. The Board (acting reasonably) shall be entitled to refuse any requisition made under BL24 which it considers to be defamatory or made for vexatious or frivolous purposes. Any rejected requisition shall be reviewed by the Council as soon as practicable to ensure that the Board have acted reasonably. No business shall be transacted at any general meeting convened on the requisition of Institute Members other than business which the Chair of the Institute, in their sole discretion, considers fairly falls within the scope of the proposed business of such general meeting as set out in the requisition.

Notice of General Meetings

BL27. Any general meeting of the Institute shall be called on not less than twenty-one Clear Days' notice to every Voting Member and to the External Auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, or the attendance and voting of any person subsequently found not to have been entitled so to attend and vote, or any defect in the convening, holding or conducting of any general meeting, shall not invalidate the proceedings at that meeting.

BL28. The notice shall specify the place, day and time of the meeting, the general nature of business to be transacted and, in case of a Special Resolution, the text of that resolution, state if it is an annual or special general meeting and direct the Voting Member to supporting documents.

BL29. The following routine business shall be transacted by ordinary resolution at an annual general meeting:

a. receiving and considering the Annual Report and Accounts;

And

b. receiving and considering the Council Report;

And

c. appointing, re-appointing or removing Council members;

And

d. appointing, re-appointing or removing the External Auditors;

And

e. any other business determined by the Board.

- BL30. The following other business shall, when required, also be transacted by ordinary resolution at a general meeting:
- a. approving the joint recommendation of the Board and Council as to any amendment to or revocation of the By-Laws of the Institute to the Privy Council;
And/Or
 - b. approving the joint recommendation of the Board and Council as to any amendment or revocation of the Member Regulations;
And/Or
 - c. ratifying the appointment and removal of the Chair of the Institute;
And/Or
 - d. approving any proposed increase to the annual subscription fees above six percent, or other such amount as set out in the Member Regulations (MR18).
- BL31. The recommendation of the following business to the Privy Council shall, when required, be approved by special resolution at a general meeting:
- a. surrendering the Charter and any other Charter granted to the Institute;
And/Or
 - b. winding up or otherwise resolving the affairs of the Institute;
And/Or
 - c. revoking, amending or adding to any of the provisions of the Charter.

Proceedings at General Meetings

- BL32. No business shall be transacted at any general meeting unless a quorum of at least twenty-two Voting Members is present, by way of teleconference, or attending by such other means as may be determined by the Board from time to time.
- BL33. If within fifteen minutes from the time appointed for the start of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the start of the meeting or if during the meeting a quorum ceases to be present, the members present who are entitled to attend and vote thereat shall be a quorum.
- BL34. The Chair of the Institute or, failing them or at their request, the Deputy Chair of the Board or, failing them or at their request, the Senior Independent Council Member shall take the chair at general meetings, but if none are willing or, after fifteen minutes from the time appointed for the start of a meeting, none are present, a Board member chosen by the Voting Members present, shall be chair of the meeting, failing that the chair of the meeting shall be a Council member chosen by the Voting Members present in accordance with the voting procedure (BL39).

- BL35. The chair of any general meeting will regulate the conduct of the meeting and will make arrangements and determine all matters of procedure at any meeting in their sole discretion, following advice from the Institute Secretary on the Laws of the Institute.
- BL36. With the majority consent of any general meeting at which a quorum is present, the chair of the meeting must adjourn the meeting. The chair of the meeting shall also have the power to adjourn the meeting in their own right if deemed necessary.
- BL37. In a case of an adjourned meeting, unless a general meeting is adjourned for thirty Clear Days or more, it shall not be necessary to adhere to the twenty-one day Clear Days' notice period requirement. No business shall be transacted at any reconvened adjourned meeting other than business left unfinished at the general meeting from which the adjournment took place.
- BL38. No Voting Member may attend or vote at any general meeting while in default for a period of sixty Clear Days or more in respect of any financial liability to the Institute, or where they have been suspended as a result of any conduct proceedings against them in accordance with the procedure set out in the Member Regulations.

Voting at General Meetings

- BL39. Every Voting Member shall be entitled to one vote at a general meeting. At any general meeting, a resolution shall be taken by poll (whether in person or electronically or by proxy or by postal vote). Voting by a show of hands at a general meeting will be at the sole discretion of the chair of the meeting when this is needed to ensure procedural regularity.
- BL40. If there is an equality of votes at any general meeting, the chair of the meeting is entitled to a second and casting vote in addition to their vote as an Institute Member.
- BL41. An entry to such effect in the minutes of the proceedings of the meeting shall be conclusive evidence of the outcome of any vote.
- BL42. Every Voting Member is entitled to appoint a proxy to exercise their vote. Any person appointed by an Institute Member to act as proxy at any general meeting must also be a Voting Member in their own right. A proxy appointment must be received by the Institute at least forty eight hours before the general meeting in question and be in the form which the Board shall approve or accept, including an electronic communication. A vote given in accordance with the terms of a proxy appointment shall be valid unless:
- a. the Voting Member who appointed the proxy delivers written notice to the Institute withdrawing the proxy appointment at least forty eight hours before the general meeting or adjourned general meeting;

Or

- b. the Voting Member who appointed the proxy attends the general meeting or adjourned general meeting in person and tenders their vote, in which case their vote shall be accepted to the exclusion of the vote of the proxy.

BL43. Any Voting Member who wishes to submit their vote by way of postal vote must submit their vote in writing to the Institute Secretary no less than forty-eight hours before the date of the general meeting in question. If that Voting Member attends the general meeting or adjourned general meeting in person and tenders their vote, their vote will be accepted to the exclusion of their postal vote.

Board

BL44. There will be constituted a Board which will be responsible for the overall leadership of the Institute and setting its values, standards, aims and objectives and delivering them in line with the Charter Objects.

BL45. The Board will be composed of a majority of Non-Executive Directors (including the Chair of the Institute), the Director General and other Executive Directors. The composition and membership of the Board and the method of appointment and removal of the Board members, including the terms of office, management of interests and ceasing to hold office are detailed in the Member Regulations (MR72 to MR74).

BL46. The Board will act as a unitary board and will have the following powers and responsibilities:

- a. to manage the affairs and long term success of the Institute;

And

- b. to approve the strategy of the Institute, business and financial planning, to hold the executive to account and ensure financial and risk stewardship;

And

- c. to approve the Annual Report and Accounts;

And

- d. to appoint, re-appoint, and remove (acting by the Non-Executive Directors only) a chief executive of the Institute (known as the Director General) having considered any recommendation of the Nomination Committee, and to appoint, re-appoint and remove other Executive Directors as the Board permits;

And

- e. to exercise all powers of the Institute and do all such acts as may be exercised and done by the Institute, provided always that the Charter or these By-Laws do not require such acts to be exercised or done in any other way;

And

- f. to ensure open and transparent engagement with all Stakeholders when carrying out its duties, as defined in a published engagement policy and the Scheme of Delegation;

And

g. to establish and dissolve committees and groups of the Board and to govern the composition, purpose and functions of any such committee or group;

And

h. to delegate all or any of its powers to committees and groups, to the Director General or to any other officer or employee of the Institute as it may think fit; the powers so delegated shall be set out in the Scheme of Delegation and shall not be contrary to any provisions in the Charter, these By-Laws, the Member or the Board Regulations;

And

i. to make such Board Regulations which are not inconsistent with the Charter or these By-Laws as they consider to be in the best interests of the Institute;

And

j. to make such Board Rules and Member Rules (which are not inconsistent with the Charter, By-Laws or, Member Regulations or the Board Regulations), as they consider to be in the best interests of the Institute.

BL47. No alteration of the Charter, the By-Laws, the Member Regulations or the Board Regulations shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction not been given.

BL48. The Board shall act collectively, in the best interests of the Institute and shall be liable (jointly and severally) for the affairs of the Institute.

BL49. The Board will regulate its own proceedings which shall be detailed in the Board Rules.

BL50. All powers exercisable by the Board will be exercised by a quorum, as detailed in the Board Rules.

Council

BL51. There shall be constituted a Council which will include up to twenty-four Council members who will be approved by the Voting Members at a general meeting and the Chair of the Institute who will be ratified by the Voting Members at a general meeting. The composition and membership of the Council and the method of appointment and removal of the Council members, including the terms of office, management of interests and removal are detailed in the Member Regulations (MR75 to MR88).

BL52. The Council will carry out the following duties:

a. to appoint, re-appoint and remove the Non-Executive Directors and to determine their independence, having considered any recommendation of the Nomination Committee;

And

- b. to hold the Board to account for the delivery of the Charter Objects and adherence to the Laws of the Institute and, thereby, act as guardian of the Institute;

And

- c. to provide critique and opinion to the Board on the overall progress of the Institute, including monitoring engagement with Stakeholders;

And

- d. to report to the Voting Members at each annual general meeting and to Stakeholders on the Council's opinion on the delivery of the strategy and Charter Objects and the performance of the Board, including the effectiveness of their actions, their engagement with Stakeholders and the effectiveness of appointment processes;

And

- e. to appoint and remove the Senior Independent Council Member who will act as deputy chair of the Council;

And

- f. to appoint casual vacancies to Council between general meetings;

And

- g. to make such Council Rules relating to the proceedings of Council meetings (which are not inconsistent with the Charter, By-Laws, Member Regulations or the Board Regulations), as they consider to be in the best interests of the Institute.

BL53. Council members will act collectively and in the best interests of the Institute. No Council member shall have responsibility for any act or default by the Institute or its officers.

Joint Decisions of the Board and Council

BL54. The Board and Council shall, by separate and concurrent decisions, jointly have responsibility for:

- a. appointing the Chair of the Institute, having considered any recommendation of the Nomination Committee. The appointment of the Chair of the Institute will be ratified at the next general meeting following appointment;

And

- b. setting the terms of reference and membership of the Nomination Committee. The composition and functions of the Nomination Committee are detailed in the Member Regulations (MR110 to MR114);

And

- c. proposing changes to the Charter, the By-Laws and/or the Member Regulations prior to being proposed to the Voting Members and Privy Council where appropriate;

And

- d. setting the Code of Conduct for Board and Council members.

BL55. In the event of there being any conflict of decision or dispute between the Board and Council arising out of or relating to the Laws of the Institute, including but not limited to any question regarding the breach, existence, validity or termination or the legal relationships established by the Laws of the Institute, but excluding any matters relating to the conduct of Institute Members and Chartered Directors (in respect of which provision is made in the Member Regulations), such conflict of decision or dispute shall be finally resolved by arbitration. In this case, the matter shall be referred to the London Court of International Arbitration. The law governing any arbitration pursuant to this BL55 shall be the laws of England and Wales and the language of the arbitration shall be English.

Chair of the Institute

BL56. The Chair of the Institute will be a Council member and shall also be a Board member (a Non-Executive Director). The Chair of the Institute will be appointed jointly by the Board and Council and the position will be ratified by the Voting Members at a general meeting.

BL57. The method of appointment of the Chair of the Institute, including the eligibility, terms of office, management of interests and removal are detailed in the Member Regulations (MR89 to MR93).

Senior Independent Council Member

BL58. The Council will select and appoint one of its members (other than the Chair of the Institute) to be the Senior Independent Council Member who shall act as deputy chair of the Council. Once appointed the Senior Independent Council Member shall hold office in line with their Council term of office.

BL59. The Senior Independent Council Member shall act in place of the Chair of the Institute and shall be entitled to exercise all of the powers of the Chair of the Institute pursuant to the Laws of the Institute in the following circumstances:

a. if the Chair of the Institute is absent from a Council meeting and/or requests that the Senior Independent Council Member shall act as the chair of such meeting;

And/Or

b. if the Chair of the Institute and the Deputy Chair of the Board are absent from a general meeting and/or the Deputy Chair of the Board requests that the Senior Independent Council Member shall act as the chair of such meeting pursuant to BL34;

And/Or

c. if the Council requests that the Senior Independent Council Member shall act in respect of a particular matter and/or arrangement;

And/Or

d. if the Chair of the Institute is deemed to have a conflict of interest in respect of a particular matter and/or arrangement, in accordance with

MR103 (in which case the Senior Independent Council Member shall also determine “Materiality” for the purposes of MR103);

And/Or

e. if the Council are discussing their concerns in respect of one or more Non-Executive Directors;

And/Or

f. at the annual Council meeting convened for the purpose of MR90, at which an item will be placed on the agenda for the meeting in question relating to the Chair of the Institute’s performance.

Deputy Chair of Board

BL60. The Board shall appoint one of their number (excluding the Director General and Executive Directors) to be the Deputy Chair of the Board. Once appointed the Deputy Chair of the Board shall hold office in line with their Board term of office.

Officers

BL61. The Director General will be appointed by the Board (acting by the Non-Executive Directors only), having considered the recommendation from the Nomination Committee in line with BL46(d). Provision for the term of office, appointment, re-appointment and removal of the Director General shall be set out in the Member Regulations (MR94 to MR96 inclusive).

BL62. The Director General shall be the chief executive officer of the Institute and shall have ultimate responsibility for all persons employed by the Institute and shall appoint such employees and officers to the Institute as they shall from time to time think fit.

BL63. The Institute Secretary will be appointed by the Board (acting by the Non-Executive Directors and Director General only), having considered a recommendation from the Nomination Committee. The Institute Secretary shall facilitate and advise the Board and Council and shall perform those duties required under the Laws of the Institute (along with such other duties as are deemed to be in the best interest of the Institute).

BL64. Provision on the termination of the Institute Secretary’s term of office is set out in Member Regulations. On the termination of the Institute Secretary’s term of office, they shall deliver to the Institute all records, papers, books and documents relating to the Institute.

Indemnity

BL65. Every Board member, Council member or member of any Committee and every officer and employee of the Institute shall be indemnified out of the funds of the Institute against all losses, actions, costs, expenses, damages and liabilities which they may sustain or incur by reason of their defending any

proceedings (whether civil or criminal) in which judgment is given in their favour or they are acquitted or in which relief is granted to them by the Court or a settlement is agreed, provided that such losses, actions, costs, expenses, damages and liability sustained for or incurred in the discharge of their duties for the Institute or in the exercise of their powers for the Institute are incurred in good faith.

Geographical Sections

BL66. The Board may establish and vary sections of the membership of the Institute on a geographical basis (whether in the United Kingdom or elsewhere). The Board Regulations shall determine the governance, titles and membership of these sections and may vary the criteria and/or geographical areas they comprise in the best interests of the Institute.

Accounts

BL67. The Board shall ensure that accounting records are kept which:
a. disclose with reasonable accuracy, at any time, the financial position of the Institute at that time;

And

b. enable the Board to ensure that the Annual Report and Accounts give a true and fair view of the affairs of the Institute for the relevant period.

BL68. The accounting records shall be kept in such place as the Board shall determine and shall be open to inspection by Board members. The contents of the accounting records shall be treated as confidential and shall not be published or disclosed to third parties except to the extent otherwise determined by the Board.

BL69. The Annual Report and Accounts shall be prepared in accordance with accounting standards and practices generally accepted in the United Kingdom to the extent that they are relevant to the Institute. They shall comprise a report (prepared by the Board on the general state of the Institute and its activities during the year in question) and accounts including the Auditors Report, an income and expenditure account, a balance sheet and such other information as the Board reasonably considers appropriate. The Annual Report and Accounts shall relate to the period commencing from the conclusion of the period covered by the previous Annual Report and Accounts and be made up to a date not earlier than nine months prior to the last annual general meeting.

External Auditors

BL70. The Voting Members shall approve the appointment of the External Auditors. The External Auditors shall belong to a body of accountants established in the United Kingdom, satisfying statutory requirements relating to eligibility for appointment as auditors to a company. The External Auditors shall receive such remuneration as may be determined by the Board.

- BL71. Unless removed in accordance with BL29.d, the External Auditors shall continue to hold office from the date of appointment until their resignation or the close of the next succeeding annual general meeting (at which they shall be eligible for re-election) whichever is the earlier. If the office of External Auditors becomes vacant for any reason before the expiration of the existing External Auditors' term of office, the Board shall appoint External Auditors in their place to fill the vacancy until the next annual general meeting when their formal appointment shall be considered by the Voting Members.
- BL72. The External Auditors may resign by notice in writing addressed to the Institute Secretary. They have the right, under such circumstances, to submit a report to the Institute Members at the next general meeting following their resignation.
- BL73. The External Auditors shall, during their appointment:
- a. have a right of access at all reasonable times to the books, records and accounts of the Institute and shall be entitled to require from the officers and employees of the Institute such information and explanations as may be necessary for the performance of their duties;
- And**
- b. make a report to the Institute on the accounts examined by them and on the Annual Accounts to be laid before the Voting Members in general meeting. The report shall, so far as relevant, contain statements of the kind which are appropriate to the Institute under generally accepted accounting and auditing practices in the United Kingdom;
- And**
- c. be entitled to attend any general meeting of the Institute and to receive all notices of, and any other communications relating to, general meetings which Voting Members are entitled to receive. The External Auditors shall be entitled to attend and speak at any general meeting on any part of the business of the general meeting which concerns them as External Auditors.

Notices

- BL74. Any notice, document or other communication may be given to an Institute Member:
- a. by delivering or posting to the address given by them to the Institute for membership purposes;
- Or**
- b. by publishing in the Director Magazine or e-News or any other publication of the Institute;
- Or**
- c. by electronic means to the e-mail or other electronic address given by them to the Institute for membership purposes;
- Or**
- d. by publishing on the Institute's website.

- BL75. A notice or other communication will be deemed to have been received at the following times:
- a. if delivered to them personally, at the time of delivery;
- Or**
- b. if sent by post, forty eight hours after the envelope is put in the post;
- Or**
- c. if sent electronically, twenty-four hours after sending by electronic means;
- Or**
- d. if published in or with the Director Magazine or e-News or any other publication of the Institute, seventy-two hours after that edition is sent to Institute Members;
- Or**
- e. if published on the Institute's website, when the publication appears.
- BL76. In the case of the Annual Report and Accounts, an Institute Member may, by notice in writing to the Institute Secretary, request that a copy be sent to them by post or by email to the email address supplied by them for membership purposes generally. Upon receipt of such notice, the Institute shall dispatch such document to them within four business days of receipt of such request or, if later, of the date of publication of the document. Such request shall apply to the Annual Report and Accounts for all later financial years of the Institute until rescinded by the Institute Member. The Institute Member and the Institute Secretary may agree an alternative method of distribution of the document.
- BL77. A reference to a signature or to a document being signed or executed shall be deemed to include a signature printed or reproduced by mechanical, electronic or such other means as the Board may from time to time determine.
- BL78. A notice or requisition may be given or sent to the Institute by an Institute Member either by personal delivery or by post or by electronic medium to the Institute Secretary or such other person as the Board may specify.

Irregularities

- BL79. All resolutions passed and business conducted at general meetings, or at meetings of the Board, the Council or a Committee (as the case may be) shall, notwithstanding that it is afterwards discovered that there was some defect with the right of a Voting Member, appointment of any Board member, Council member or Committee member or of the person so acting on their behalf, or that any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and qualified and had continued to be so appointed and qualified and had been entitled to vote.

Inspection of Documents by Institute Members

BL80. Each Institute Member shall be entitled (upon request to the Institute) to receive a copy of the current Laws of the Institute. Copies of such documents will be available on the Institute's website.

Amending the Laws of the Institute

BL81. The Laws of the Institute shall be made and amended as follows:

a. the power to make and amend these By-Laws shall be vested in the Voting Members (having considered the recommendation of the Board and Council acting jointly). The procedure for making By-Laws is set out at BL30 and BL54;

And

b. the power to make and amend Member Regulations shall be vested in the Voting Members (having considered the recommendation of the Board and Council acting jointly), in accordance with BL30 and BL54;

And

c. the power to make and amend Board Regulations shall be vested in the Board, in accordance with BL46;

And

d. in respect of the Rules:

(i) the power to make and amend Board Rules shall be vested in the Board and the procedure for making Board Rules is set out at BL46;

(ii) the power to make and amend Council Rules shall be vested in the Council and the procedure for making Council Rules is set out at BL52; and

(iii) the power to make and amend Member Rules shall be vested in the Board (delegated to the Institute Secretary in accordance with the Scheme of Delegation) and the procedure for making Member Rules is set out at BL46.