

The Institution of *Engineering and Technology*
Royal Charter and Bye-laws



Founded in 1871

Incorporated by Royal Charter 1921

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The Royal Charter was granted on the 15th day of August 1921. It was amended by resolutions dated 30th June 1966 (amendment allowed 11th November 1966), 14th October 1971 (amendment allowed 22nd March 1972), 26th May 1983 (amendment allowed 21st December 1983), 21st May 1998 (amendment allowed 19th May 1999), 22nd November 2000 (amendment allowed 7th February 2001), 6th June 2002 (amendment allowed 16th July 2002), 15th May 2003 (amendment allowed 14th July 2003), 21st September 2005 (amendment allowed 14th December 2005), 17th May 2007 (amendment allowed 14th November 2007) and 15th June 2023 (amendment allowed 21st February 2024).

Copies of the original Charter, and of the Supplemental Charters of 1946 and 1956 of which the provisions are now deleted, may be inspected at the headquarters of the Institution.

The Bye-laws were adopted by resolution dated 23rd March 1922, and allowed by the Lords of His Majesty's Most Honourable Privy Council on the 1st day of June 1922. They were amended by resolutions dated 28th February 1924 (amendment allowed 20th March 1924), 9th May 1929 (amendment allowed 2nd August 1929), 23rd November 1944 (amendment allowed 16th February 1945), 5th June 1947 (amendment allowed 10th September 1947), 19th October 1950 (amendment allowed 12th December 1950), 15th May 1952 (amendment allowed 26th August 1952), 22nd March 1956 (amendment allowed 3rd August 1956), 9th April 1959 (amendment allowed 2nd September 1959), 2nd November 1961 (amendment allowed 12th February 1962), 30th June 1966 (amendment allowed 11th November with effect from 1st December 1966), 14th October 1971 (amendment allowed 26th April with effect from 1st October 1972), 14th December 1972 (amendment allowed 30th July 1973), 22nd May 1975 (amendment allowed 15th October 1975), 18th May 1978 (amendment allowed 20th November 1978), 22nd May 1980 (amendment allowed 22nd July 1980), 21st May 1981 (amendment allowed 2nd July 1981), 26th May 1983 (amendment allowed 21st December 1983), 23rd May 1985, 22nd May 1986, 10th December 1986 and 28th May 1987 (amendments allowed 19th October 1987), 26th May 1988 (amendment allowed 12th January 1989 with effect from 1st July 1989), 26th May 1988 (amendment allowed 5th October 1989), 10th September 1990 (amendment allowed 13th March 1991), 21st May 1992 (amendment allowed 10th September 1992), 20th May 1993 (amendment allowed 11th August 1994), 12th November 1996 (amendment allowed 13th October 1997), 21st May 1998 (amendment allowed 19th May 1999), 22nd November 2000 (amendment allowed 7th February 2001), 6th June 2002 (amendment allowed 16th July 2002), 15th May 2003 (amendment allowed 14th July 2003), 21st September 2005 (amendment allowed 14th December 2005), 17th May 2007 (amendment allowed 14th November 2007), 11th February 2016 (amendment allowed 27th September 2016) and 15th June 2023 (amendment allowed 21st February 2024).

To The King's Most Excellent Majesty in Council

The Petition of:

LLEWELYN BIRCHALL ATKINSON, Electrical Engineer, of Sardinia House, Sardinia Street, Kingsway, in the County of London; WILLIAM ASHCOMBE CHAMEN, Electrical Engineer, of Royal Chambers, Queen Street, Cardiff, in the County of Glamorgan; WILLIAM HENRY ECCLES, D.Sc., F.R.S., Electrical Engineer, of The Finsbury Technical College, Leonard Street, Finsbury, in the said County of London; JOHN SOMERVILLE HIGHFIELD, Electrical Engineer, of 36 Victoria Street, Westminster, in the said County of London; ALAN ARCHIBALD CAMPBELL SWINTON, F.R.S., Electrical Engineer, of 66 Victoria Street, Westminster, in the said County of London; and Sir JAMES LYNE DEVONSHIRE, K.B.E., Electrical Engineer, of Electric Railway House, Broadway, Westminster, in the said County of London.

Most Humbly Showeth:

1. That in the year 1871 a voluntary association was formed under the name of The Society of Telegraph Engineers having for its objects the general advancement of electrical and telegraphic science.
2. That in view of the fact that the qualification for membership of the society was not confined to telegraph engineers the name of the society was in the year 1880 changed to The Society of Telegraph Engineers and Electricians with the object of indicating more clearly its scope and the eligibility of persons engaged in all or any branches of electrical science for membership of the society.
3. That in the year 1883 The Society of Telegraph Engineers and Electricians was incorporated under the Companies Acts 1862 and 1867 with the object (inter alia) of succeeding to and taking over the property rights and obligations of the society the name of the society being changed in the year 1888 to The Institution of Electrical Engineers in consequence of the great development which took place about that time in the application of electricity to lighting and heavy engineering the term 'electrical engineer' being substituted as embracing all classes of members of the Institution.
4. That the Institution is composed of corporate members (namely Honorary Members, Members and Associate Members) and noncorporate members (namely Associates, Graduates and Students) to the total number at the present time of about 9400.
5. That the property and affairs of the Institution are under the direction and management of a Council consisting of the President and Past-Presidents, four Vice-Presidents, the Honorary Treasurer, 18 Ordinary Members of Council all of whom are elected by the corporate members and Associates of the Institution and the Chairman and a Past-Chairman of each local Section of the Institution which the Council may create in any district.

6. That the name of a candidate for admission to corporate membership of the Institution cannot be submitted for ballot unless with the approval of the Council who before giving such approval satisfy themselves as to the professional status and qualifications of the candidate and that corporate membership of the Institution is universally recognised as implying the possession of high professional qualifications for the practice of the profession of electrical engineering.
7. That the Institution is not constituted for gain and that its members have not received and cannot under the terms of its constitution receive any remuneration or other personal financial advantage from their membership.
8. That in pursuance of the objects for which the Institution was established its efforts have been particularly directed to the promotion of the general advancement of electrical science and its applications and the facilitating of the exchange of information and ideas on subjects connected with that science among the members of the Institution and otherwise.
9. That the incorporation in 1883 of the Institution under its then name of The Society of Telegraph Engineers and Electricians was approximately contemporaneous with the commencement of the vast and rapid development of electrical science and discovery and of modes of application of electricity which has taken place within the last generation.
10. That the Institution includes and has for many years past included among its members all the leading British electrical engineers of the time and has become an increasingly important body representative of the profession of electrical engineering.
11. That members of the Institution have either originated or been intimately concerned with all the principal developments of electrical science which have taken place since the establishment of the Institution.
12. That the development and improvement through the instrumentality of the Institution and its members of the modes of application of electricity to many and varied purposes have proved highly beneficial to human life and health and have played an important part in the growth of the trade and commerce of the world.
13. That your petitioners believe that the incorporation of the Institution by Your Majesty's Royal Charter and the recognition thereby of its status as the body representative of the profession of electrical engineering will be the means of enabling the Institution more fully to achieve the objects which it has in view and will tend towards the further development of electrical science and the maintenance of a high standard of professional conduct among its members and thus serve the best interests of the community.
14. That your petitioners Llewelyn Birchall Atkinson, who is President of the Institution, William Ashcombe Chamen, William Henry Eccles, John Somerville Highfield, and Alan Archibald Campbell Swinton, who are Vice-

Presidents of the Institution, and Sir James Lyne Devonshire, who is Honorary Treasurer of the Institution, have been duly authorised by the Council of the Institution to present this petition, and that such presentation has been approved by a resolution passed at a Special General Meeting of the Institution.

For these and other reasons your petitioners on behalf of themselves and the other members of The Institution of Electrical Engineers most humbly pray that Your Majesty will be graciously pleased to grant a Royal Charter for incorporating under the title of 'The Institution of Electrical Engineers' or under such other title as to Your Majesty may seem fit and with all such powers and privileges as may be necessary or proper the petitioners and the several persons who are now members of the present Institution and other parties who may hereafter become members of the said Institution to be incorporated in pursuance of the regulations thereof and that in terms of the draft Charter herewith submitted or in such other terms as to Your Majesty may seem proper.

And your petitioners will ever pray, etc.

Signed at London this
twenty-ninth day of June
One thousand nine hundred
and twenty-one.



LLEWELYN B. ATKINSON

W.A. CHAMEN

W.H. ECCLES

J. S. HIGHFIELD

A.A.C. SWINTON

JAMES LYNE DEVONSHIRE

Royal Charter

George the Fifth, by the Grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the seas King, Defender of the Faith: to all to whom these presents shall come, Greeting.

Whereas the Association or Institution incorporated under the Companies Acts, 1862 and 1867, and known as the Institution of Electrical Engineers hath petitioned Us for a Charter of Incorporation such as is in and by these Presents granted:

And Whereas we are minded to comply with the prayer of such Petition:

Now, therefore, We by virtue of Our Royal Prerogative in that behalf, and of all other powers enabling Us so to do, of Our Special Grace certain knowledge and mere motion do hereby, for Us, Our Heirs and Successors, will, grant, direct, appoint, and declare to the said Association or Institution as follows:

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. In this Our Charter:
 - 'the Board of Trustees' means the Board of Trustees for the time being of the IET.
 - 'the Bye-laws' means the Bye-laws of the IET made under this Our Charter.
 - 'the Council' means the Council for the time being of the IET.
 - 'General Meeting' means a General Meeting of the Members of the IET.
 - 'month' means calendar month.
 - 'the Regulations' means the regulations made as provided by this Our Charter.
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):
 - (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;
 - (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;
 - (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;
 - (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;
 - (e) to enter into any arrangements with others with a view to the furtherance of the objects of the IET;
 - (f) to hold meetings of the IET for reading and discussing communications bearing upon science, engineering and technology, or the applications thereof, or upon subjects relating thereto;
 - (g) to hold or promote exhibitions of instruments, apparatus, machinery or other appliances connected with science, engineering and technology, or their applications;
 - (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;
 - (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;
 - (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;

- (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
 - (l) to do all other things incidental or conducive to the attainment of the said objects and purposes.
5. The income and property of the IET shall only be applied to promote the Objects. 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:
- (a) a benefit to any member in the capacity of a beneficiary of the IET;
 - (b) the employment and remuneration of any member as a salaried officer of the IET;
 - (c) the giving by the IET to any member of prizes, whether in cash or otherwise, and scholarships and exhibitions;
 - (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;
 - (e) a benefit to a member as the recipient of a grant made in furtherance of the Objects;
 - (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, under the regulations affecting the said exhibition or show, be awarded to them;
 - (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;

- (h) interest on money lent by a member to the IET at a reasonable and proper rate;
- (i) reasonable and proper rent for premises demised or let by a member to the IET; and
- (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.

5A. A member of the Board of Trustees:

- (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the IET;
- (b) may benefit from trustee indemnity insurance purchased by the IET in accordance with Article 4(k) of this Our Charter;
- (c) may receive payment under an indemnity from the IET in the circumstances set out in Bye-law 99; and
- (d) may not receive any other benefit or payment from the IET unless it is authorised by the Charter or Bye-laws.

5B. 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:

- (a) buy any goods or services from the IET on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the IET;
- (c) be employed by, or receive any remuneration from the IET; or
- (d) receive any other financial benefit from the IET.

5C. A member of the Board of Trustees or a Connected Person may:

- (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;
- (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 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;
- (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;

- (d) receive reasonable and proper rent for premises let to the IET;
- (e) receive interest at a reasonable and proper rate on money lent to the IET;
- (f) take part in the normal trading and fund-raising activities of the IET on the same terms as members of the public; and
- (g) receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission for England and Wales.

5D. 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:

- (a) the amount or maximum amount of the payment for the goods:
 - (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
 - (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (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;
- (c) the Supplier:
 - (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;
 - (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
- (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.

- 5E. In Articles 5C and 5D of this Our Charter, the 'IET' includes 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.
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 they shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.
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. 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.
17. 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 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.

In Witness whereof We have caused these Our Letters to be made Patent.

Witness Ourselves at Westminster, the fifteenth day of August in the Year of our Lord One thousand nine hundred and twenty-one and in the Twelfth year of Our Reign.

By Warrant under the King's Sign Manual.

Schuster



BYE-LAWS of the INSTITUTION OF ENGINEERING AND TECHNOLOGY

Introduction

1. 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.
2. 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.

Definitions

3. In these Bye-laws except where the context forbids, words implying the singular shall include the plural, and vice versa.

'the Auditors' means the Auditors of the IET.

'the Board' means the Board of Trustees of the IET.

'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.

'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.

'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.

'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 that person's duty to act solely in the interests of the IET.

'Conflicted' refers to a situation when a Conflict arises for a member of the Board.

'Connected Person' means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a member of the Board or with any person in (a) or (b); or
- (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;
- (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.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Bye-law.

‘the Council’ means the Council for the time being of the IET.

‘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):

- (a) by means of an electronic communications system (within the meaning of the Electronic Communications Act 2000); or
- (b) by other means but while in an electronic form.

‘IET’ means the Institution of Engineering and Technology.

‘Main Board’ means any committee established by the Board pursuant to Bye-law 79 and designated as a Main Board.

‘Main Board Member’ means a person who is a member of a Main Board.

‘objects of the IET’ means the objects for which the IET is established as set out in Article 3 of the Charter.

‘Officer’ means any of the President, Past President, Deputy-Presidents and Vice-Presidents.

‘Past President’ means, in respect of any session, the person who held the office of President at the end of the immediately preceding session.

‘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.

'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:

- (a) Chartered Engineer and the designation CEng;
- (b) Incorporated Engineer and the designation IEng;
- (c) Engineering Technician and the designation EngTech.

'Regulations' means regulations made by the Board in accordance with the Charter and these Bye-laws.

'the Seal' means the Common Seal of the IET.

'session' means a period from 1 October to 30 September next.

'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.

'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.

'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.

Words importing persons shall include corporations.

Membership

- 4. There shall be five categories of member:

Honorary Fellow, Fellow, Member, Associate and Student.
- 5. 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.
- 6. 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.

7. All persons admitted to any category shall agree to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.

Honorary Fellows

8. The Board shall have power to elect Honorary Fellows, who shall be:
 - (a) Persons distinguished by their work in any engineering discipline falling within the objects and purposes of the IET, or
 - (b) Distinguished persons whom the IET desires to honour for services rendered to the IET or whose association is of benefit to the IET.
9. Honorary Fellows shall be entitled to use the designatory letters HonFIET (Honorary Fellow of the Institution of Engineering and Technology).

Fellows

10. 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).

Members

11. Members shall have achieved a standard of knowledge, understanding and 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).

Associates

12. Associates are those who value involvement with the IET, but do not meet the requirements for admission as a Member.

Students

13. Those who satisfy the requirements described in the Regulations shall be entitled to admission to the category of Student.

Applications to become a member or a registered member

14. 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.

Transfers

21. 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.

Diplomas and Certificates

22. Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Member, Fellow or Honorary Fellow 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 certificate or diploma shall remain the property of, and shall on demand be returned to, the IET.

Examinations

23. 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.

Annual Subscriptions

24. 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.
25. The Board shall have the right to withdraw membership of any category from any member whose annual subscription is not paid or who fails to respond to requests for continuing professional development submissions. The terms and conditions for such withdrawal (under Bye-law 14) shall provide for such withdrawal.
26. Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, who may accept that resignation after payment of all the subscriptions due from them, including that for the current year, provided that 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 in accordance with the Regulations made under Bye-law 33.
27. 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.

Disqualification

28. If any member becomes in the written opinion of a 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, 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.

Professional Conduct

29. 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.
30. Persons in any category of membership shall:
 - (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;
 - (c) discharge their professional responsibilities with respect, dignity and integrity;
 - (d) encourage the vocational progress of those in their professional charge.
31. For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board shall make, and periodically review, Regulations setting out a Code of Professional Conduct to be observed by members in any category with regard to their conduct. 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. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.

Disciplinary Powers

32. For the purpose of these Bye-laws 'improper conduct' shall mean:
 - (a) the making of any false representation in applying for admission, transfer or readmission to any category of membership of the IET, or applying to become a registered member, or
 - (b) any breach of the Code of Professional Conduct made under Bye-law 31, or
 - (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

- (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.
33. The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it 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. The member who is the subject of an alleged breach shall be entitled to be represented, have the opportunity to cross-examine witnesses and to call witnesses, and have the right to appeal to an independent tribunal established under Regulations made by the Board. A member who is found to have engaged in improper conduct may be expelled from the IET, suspended from membership of the IET for any period, 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. Should such expulsion or suspension result in termination of registration, an appeal may be made to the appropriate regulatory or registering body on such grounds as that body permits.

Readmissions

34. The Board may readmit to membership in any category any person whose membership has terminated from any cause provided that the person satisfies the Board that the person is worthy and remains eligible for readmission, and pays such amounts in respect of application fee and arrears of subscriptions as the Board may determine.

Ordinary Meetings

35. 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.

General Meetings

37. 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. 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.
- 38B. A person is able to exercise the right to vote at a General Meeting (including the Annual General Meeting) when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (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.
39. A General Meeting may be called at any time by the Board.
40. The Board shall at all times call a General Meeting on a requisition in writing of 0.5% of the 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 0.5% of the 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.
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.

Proceedings at General Meetings

43. 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 and/or electronic means of attendance 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.
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.

Quorum

51. 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.

Annual General Meetings

52. 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 and/or electronic means of attendance 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.

54. Not used.

55. Not used.

Board of Trustees

56. 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.

The President

61. 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.

The Deputy-Presidents

62. 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 hold the office of Deputy-President for more than four years in all.

The Vice-Presidents

63. 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. 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.

Ordinary members of the Board

64. (a) The ordinary members of the Board shall be elected in accordance with Bye-laws 69 to 71.
- (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 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.
- (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.

Past President

65. At the commencement of each session, the Past President shall assume the office of Trustee for one year.
66. 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.

Co-option

67. The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in accordance with this Bye-law shall be 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. 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.

Honorary Treasurer

68. 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.

Nominations for election of Vice-Presidents and ordinary members of the Board

69. (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 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.
- (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).

Ballot for election of Vice-Presidents and ordinary members of the Board

70. (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 membership of the Board. The form and content of ballot papers shall otherwise be such as the Board shall prescribe.
- (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.
- (c) The persons elected shall take office on 1st October next following the election.

- (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.
 - (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.
71. 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.

Vacancies in the offices of President, Deputy-President and Vice-President and in the ordinary membership of the Board

72. 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.
73. An Officer or an ordinary member of the Board shall cease to hold office if such person:
- (a) becomes incapable 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; or
 - (b) shall be prohibited by law from being a company director or disqualified by law from being a charity trustee; or
 - (c) resigns office by written notice to the Chief Executive and Secretary; or
 - (d) ceases to be an Honorary Fellow, a Fellow or a Member; or
 - (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
 - (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
 - (g) becomes an employee of the IET.
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.

Proceedings, powers and duties of the Board

76. 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.
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.

Conflicts of Interest

- 89A. 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.
- 89B. A member of the Board who is or becomes Conflicted in relation to any matter to be discussed by the Board must:
 - (a) absent themselves from those discussions, unless the unconflicted 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

- (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.
- 89C. 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:
- (a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and
 - (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.
- 89D. 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 unconflicted members of the Board may authorise that Conflict where the following conditions apply:
- (a) the Conflicted member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (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;
 - (c) the unconflicted members of the Board consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and
 - (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.
- 89E. Any authorisation of a Conflict under Bye-law 89D:
- (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;
 - (b) may impose upon the Conflicted member of the Board such other terms for the purposes of dealing with the Conflict as the unconflicted members of the Board think fit; and

- (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 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.

89F. Where the unconflicted members 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 unconflicted members of the Board in relation to the Conflict.

89G. 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.

Council

90. 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. The Council shall have the right and responsibility:

- (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;
- (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;
- (c) of monitoring the governance of the IET and promoting a culture of continuous improvement.

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 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.

94. 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.
95. 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.

Meetings of Council

96. The frequency and conduct of meetings shall be as decided by the Council from time to time.
97. Not used.

Indemnity

98. 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 98 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, 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.

Common Seal

100. The Board shall provide a common seal of the IET, and make rules for its safe custody and use.

Notices

101. 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.

102. 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.
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.

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