



The Knowledge Network

The Institution of *Engineering and Technology*

REPORT OF THE CHARTER AND BYE-LAWS REVIEW WORKING PARTY, DECEMBER 2006

1. As a result of the resolution passed at the Special General Meeting of the Institution of Electrical Engineers held on 22 March 2006 a Working Party was set up to thoroughly review the Charter and Bye-laws of the Institution and to recommend changes that were found to be appropriate.

2. Amongst matters to be addressed were the restoration of Council and Branches into the Bye-laws and the restoration of Branch representation on Council; the role of Council in relation to the Trustees, and that the Institution is governed by its professionally qualified members.

3. The Working Party has met regularly since June 2006 and now wishes to present this report to the members. Members who wish to make comments on these proposals, or to suggest other changes may do so by writing to Mr Andrew F Wilson*. The Working Party will meet again in Spring 2007 to consider submissions from members and a final version of the proposed Charter and Bye-laws will be presented to a Special General Meeting at the time of the Institution's AGM on 17 May 2007.

4. List of members of the Working Party:

Professor Colin Davidson (Chairman)
Professor Colin Aitchison
Mr Colin Billowes
Mrs Jean Brownsword
Dr Nigel Burton
Mr Chris Earnshaw
Mr Robert Holland

Mr Mark Hunter
Mr Gabriel Izienicki
Mr Norman Penny
Mr David Toshack
Dr John Williams

Commentary explaining why the Working Party considers that the proposed Charter and Bye-laws would lead to better governance of the Institution than the current Charter and Bye-laws

Background

5. The IET Charter and Bye-laws are the principal governance documents of the Institution. Proposed changes to these have to be passed by members voting at a General Meeting, and then approved by the Privy Council. More detailed operational aspects of governance are contained in the Regulations, which can be changed more easily.

6. In September 2005, members voted for the formation of the IET, and its associated Charter and Bye-laws, as a single package. A number of then IEE members had become concerned about the perceived increase in power vested in the Trustees through the Charter and Bye-laws which could be exercised without formal consultation or review by an appropriate body such as Council. These concerns can perhaps best be summarised as a desire that the Institution should be run not as a business, but as a Members organisation run in a business-like way, and that the relationship between the Board of Trustees and Council should be "closed loop" with clearly defined feedback mechanisms.

7. The proposals in this document are intended to provide a constructive framework for relationships between Trustees, Council and staff and to increase the democracy, openness and accountability of the governance of the Institution. In doing so the proposals seek to address, where appropriate, the issues examined by the Working Party, including those raised by those who supported the creation of the Working Party. Of the wide range of other issues addressed by the Working Party, many were not appropriate for inclusion in the Charter and Bye-laws, but nevertheless are receiving attention elsewhere within the organisation.

Recent Changes

8. A number of changes in the way Council operates and its relationship with the Board of Trustees have taken place since the formation of the IET and creation of the Working Party. For example, the Council now has an independent Chairman appointed from its own members (whereas hitherto the President has chaired the IET Council and previously the IEE Council). Also, although the Trustees are members of Council they can no longer vote given that the Council's role is to advise the Board of Trustees. Reporting and feedback mechanisms have been improved and formalised too.

9. However the modus operandi of Council, including these recent changes, is not reflected in the Charter and Bye-laws and therefore without these proposals could potentially be changed unilaterally by the Board of Trustees.

The Proposals

10. As mentioned above, the proposals are intended to increase the democracy, openness and accountability of the governance of the Institution. So, although the majority of the proposed changes would simply enshrine current custom and practice within the Charter and Bye-laws, they have the distinct advantage of clarifying and protecting the role, rights and responsibilities of Council so that these can only be changed either by amending the Charter and Bye-laws or in some cases by Council itself. Considerable care has been taken by the Working Party to propose changes which retain flexibility, using the Regulations (which can be changed without Privy Council approval) wherever appropriate, whilst providing the necessary assurance that major changes need the approval of both the voting membership and the Privy Council.

11. The principal proposed changes to the Charter and Bye-laws are:

● Definition of the constitution and role of the IET Council

- Council will be explicitly recognised as representative of the membership of the IET.
- The composition and method of appointment and election of its members will be defined in the Regulations, which can only be altered by Council (with the approval of the Board of Trustees).
- Changes to regulations affecting Council can only be made with the agreement of Council or by members in General Meeting.
- Council shall debate the future direction and strategy of the Institution, and advise and collaborate with the Board of Trustees accordingly.
- The Board of Trustees shall explain to Council how its advice and guidance have been taken into account.
- Council shall receive regular reports from, and monitor and call to account, the Board of Trustees.
- Council shall elect a Chairman from its own members, and shall decide the frequency and conduct of its meeting.
- *These proposals are designed to bring Council and the Board of Trustees closer together by defining and improving the working relationship between them, whilst providing a framework to ensure the independence of Council. Council will*

remain an advisory body, whilst the Trustees will retain the ultimate rights and responsibilities of governing the Institution as required by charity law.

● Amendment of the title of the senior staff member

- The title to be 'Secretary and Chief Executive'.
- *The proposal is intended better to reflect the dual role of Secretary of a membership organisation and Chief Executive of the overall organisation, and to emphasise and reinforce the relationship between staff and volunteers.*

● Changes to the Charter and Bye-laws to require 2/3 majority

- Votes at General Meetings to propose changes to the Charter and Bye-laws will require a majority of not less than 2/3 of members voting.
- *This proposal is intended not only to make it more difficult to effect changes to the Charter and Bye-laws but also to ensure that any change has significant support.*
- Individual Trustees will also be able to be removed by a 2/3 majority.

● Clarification of membership categories and their voting rights

- Associate Member is used as a working title for the category called 'Member without post-nominals' until this term is either confirmed or a better alternative supported. The principle of having a category which is open to those not having qualified as Member MIET (but valuing involvement with the IET) and who cannot vote at General Meetings still stands.
- Honorary Fellows, Fellows, and Members will all have full voting rights, whereas Associate Members and Students will have restricted voting rights, which will be specified in the Regulations. The principal change is that Associate Members (ie those not entitled to use designatory letters such as MIET) will no longer be able to call or vote at a General Meeting although all members will be entitled to attend.
- *These proposals are intended to remove potential confusion between the voting and non-voting membership categories.*

● Nominations Committee to include the Chairman of Council

- The Chairman of Council will join the Nominations Committee, which currently comprises two recent past Presidents, the President and three other Trustees. The Nominations Committee proposes candidates for election to roles including Deputy Presidents, Vice Presidents and Ordinary Trustees.
- *This proposal is intended to ensure that the views of Council are taken into account at an early stage. Council may also nominate candidates for election if necessary.*

● Clarification of eligibility for election

- Deputy Presidents, Vice Presidents and Ordinary Trustees 'shall normally be registered professionals or similarly qualified'.
- Ordinary Trustees 'should normally have experience of working within the IET committee structure'.
- *This proposal is intended to indicate the qualities normally expected of candidates for election, whilst retaining the flexibility for the Trustees to propose and the membership to elect candidates with other backgrounds and skills. The wording also recognises the need to be able to accommodate a wide variety of international qualifications.*

● **Honorary Treasurer**

- A new Bye-law has been added to enable former Trustees to be appointed to serve as Honorary Treasurer, whereas currently the Honorary Treasurer is selected from amongst the Deputy Presidents and Vice Presidents.
- *This proposal is intended to enable the skills and experience of former Trustees to be utilised in the Honorary Treasurer role as required.*

● **Detailed results of ballots, including votes cast, to be published**

- The results of ballots shall be published, including the details of the votes cast and the calculations used (currently using the single transferable vote system). Currently only the names of the successful candidates are published.
- *This proposal is intended to increase transparency and hopefully improve the workings of the process and*

encourage suitable candidates to stand for election.

*Mr Andrew F Wilson, Head of Governance & Legal Affairs, The Institution of Engineering and Technology, Savoy Place, London WC2R 0BL, United Kingdom.

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Further information about the Working Party, Minutes of its meetings and the complete Report can be found on the website at www.theiet.org/aboutus/charter.cfm

Current IET Charter	Proposed IET Charter	Commentary
<p>2. In this Our Charter:</p> <p>‘the Board of Trustees’ means the Board of Trustees for the time being of the IET.</p> <p>‘the Bye-laws’ means the Bye-laws of the IET made under this Our Charter.</p> <p>‘General Meeting’ means a General Meeting of the Members of the IET.</p> <p>‘month’ means calendar month.</p> <p>‘the Regulations’ means the regulations made as provided by this Our Charter.</p>	<p>2. In this Our Charter:</p> <p>‘the Board of Trustees’ means the Board of Trustees for the time being of the IET.</p> <p>‘the Bye-laws’ means the Bye-laws of the IET made under this Our Charter.</p> <p>‘the Council of the Institution’ means the Council for the time being of the IET.</p> <p>‘General Meeting’ means a General Meeting of the Members of the IET.</p> <p>‘month’ means calendar month.</p> <p>‘the Regulations’ means the regulations made as provided by this Our Charter.</p>	<p>A definition of ‘the Council of the Institution’ has been added.</p>
	<p>9A. There shall be a Council which shall have such rights, duties and responsibilities as are prescribed in this Our Charter and of the Bye-laws and Regulations of the IET.</p> <p>9B. The Council 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.</p> <p>9C. The Council shall debate the future direction and strategy of the Institution and advise and collaborate with the Board of Trustees accordingly.</p>	<p>Three new paragraphs have been added describing the representational and representative nature of Council, and its principal rights and responsibilities. These are not intended to imply that the Council is part of the governing body of the Institution. The Council acts in an advisory and monitoring capacity.</p>

Current IET Charter	Proposed IET Charter	Commentary
<p>10. There shall be a Chief Executive of the IET who shall be appointed by the Board of Trustees and shall perform such duties relating to the IET which are required by law to be performed or are customarily performed by a person holding the office of secretary of a company. Subject to the direction of the Board, the Chief Executive shall conduct, or instruct other persons to conduct, the ordinary business of the IET; and he shall engage and be responsible for all persons employed by the IET.</p>	<p>10. There shall be a Secretary who shall be Chief Executive of the IET who shall be appointed by the Board of Trustees and shall perform such duties relating to the IET which are required by law to be performed or are customarily performed by a person holding the office of secretary of a company. Subject to the direction of the Board, the Secretary and Chief Executive shall conduct, or instruct other persons to conduct, the ordinary business of the IET; and he shall engage and be responsible for all persons employed by the IET.</p>	<p>The title of the 'Chief Executive' has been amended to 'Secretary and Chief Executive'. This is intended to emphasise the nature of the role in connection with the members of the Institution.</p>
<p>16. The majority 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, government and advantage of the IET its members and property, and for the furtherance of the IET's objects and powers, and from time to time to revoke, alter or amend any Bye-law or Bye-laws so that they are not repugnant to this Our Charter or to the Laws and Statutes of this Our Realm; Provided that no such Bye-law, revocation, alteration or amendment shall take effect until the same has been allowed by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.</p>	<p>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, government and advantage of the IET its members and property, and for the furtherance of the IET's objects and powers, and from time to time to revoke, alter or amend any Bye-law or Bye-laws so that they are not repugnant to this Our Charter or to the Laws and Statutes of this Our Realm; Provided that no such Bye-law, revocation, alteration or amendment shall take effect until the same has been allowed by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.</p>	<p>The majority required to approve changes to the Bye-laws of the Institution has been amended from a simple majority of those voting to a two thirds majority of those voting. This is intended to ensure that there is significant support for any changes.</p>
<p>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 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.</p>	<p>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.</p>	<p>The majority required to approve changes to the Charter of the Institution has been amended from a simple majority of those voting to a two thirds majority of those voting. This is intended to ensure that there is significant support for any changes.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>3. In these Bye-laws except where the context forbids, words implying the singular shall include the plural, and vice versa; and references to the masculine shall include references to the feminine.</p> <p>'the Auditors' means the Auditors of the IET.</p> <p>'the Board' means the Board of Trustees of the IET.</p> <p>'the Charter' means the Royal Charter of the IET, and any amendments or additions thereto and Supplemental or other Charter of the IET for the time being in force.</p> <p>'the Chief Executive' means the Chief Executive of the IET for the time being or any person performing the duties of the Chief Executive of the IET.</p> <p>'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.</p> <p>'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.</p> <p>'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.</p> <p>'Effective Date' means 31 March 2006.</p> <p>'electronic communication' means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):</p> <p>(a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or</p> <p>(b) by other means but while in an electronic form.</p> <p>'IET' means the Institution of Engineering and Technology.</p>	<p>3. In these Bye-laws except where the context forbids, words implying the singular shall include the plural, and vice versa; and references to the masculine shall include references to the feminine.</p> <p>'the Auditors' means the Auditors of the IET.</p> <p>'the Board' means the Board of Trustees of the IET.</p> <p>'the Charter' means the Royal Charter of the IET, and any amendments or additions thereto and Supplemental or other Charter of the IET for the time being in force.</p> <p>'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.</p> <p>'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.</p> <p>'the Council of the Institution' means the Council of the IET.</p> <p>'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.</p> <p>'Effective Date' means 31 March 2006.</p> <p>'electronic communication' means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):</p> <p>(a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or</p> <p>(b) by other means but while in an electronic form.</p> <p>'IET' means the Institution of Engineering and Technology. 'objects of the IET' means the objects for which the IET is established as set out in Article 3 of the Charter.</p>	<p>A definition of 'the Council of the Institution' has been added. This is intended to assist understanding of later Bye-laws.</p> <p>A definition of 'a poll' has been added. This is intended to clarify Bye-laws 43-49.</p> <p>References to 'registered engineer' have been amended to read 'registered professional'.</p> <p>The reference to national regulatory bodies has been amended. The IET currently holds licenses from the EC^{UK} and the amendment is intended facilitate licences from other bodies.</p> <p>The definition of 'the Chief Executive' has been amended to a definition of 'the Secretary and Chief Executive', to be consistent with Charter clause 10.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>'objects of the IET' means the objects for which the IET is established as set out in Article 3 of the Charter.</p> <p>'registered engineer' means any member who is eligible to use the title:</p> <p>(a) Chartered Engineer and the designation CEng;</p> <p>(b) Incorporated Engineer and the designation IEng;</p> <p>(c) Engineering Technician and the designation EngTech;</p> <p>or such additional or alternative titles and designations as may be introduced by the national regulatory body administering the register of professional engineers and for which the IET holds appropriate licenses.</p> <p>'Regulations' means regulations made by the Board in accordance with the Charter and these Bye-laws.</p> <p>'the Seal' means the Common Seal of the IET.</p> <p>'in writing' means written or printed or partly written or partly printed and shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other (including computer generated) modes of representing or reproducing words in a visible form.</p> <p>Words importing persons shall include corporations.</p>	<p>'a poll' means a formal vote, to include proxy votes, taken at a meeting.</p> <p>'registered professional' means any member who is eligible to use the title:</p> <p>(a) Chartered Engineer and the designation CEng;</p> <p>(b) Incorporated Engineer and the designation IEng;</p> <p>(c) Engineering Technician and the designation EngTech;</p> <p>or such additional or alternative titles and designations as may be introduced by a national regulatory body administering a register of professional engineers, and any other regulatory bodies, for which the IET holds appropriate licenses.</p> <p>'Regulations' means regulations made by the Board in accordance with the Charter and these Bye-laws.</p> <p>'the Seal' means the Common Seal of the IET.</p> <p>'the Secretary and Chief Executive' means the Secretary and Chief Executive of the IET for the time being or any person performing the duties of the Secretary and Chief Executive of the IET.</p> <p>'session' means a period from 1 October to 30 September next.</p> <p>'similarly qualified' means, in relation to a member who is not a registered professional, that the member is registered with a national regulatory body that is not connected with the IET but which is recognised by the Board to be broadly equivalent to the national regulatory bodies from which the IET has licences to register professional engineers.</p> <p>'in writing' means written or printed or partly written or partly printed and shall, unless the contrary intention appears, be</p>	

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
	<p>construed as including references to printing, lithography, photography, and other (including computer generated) modes of representing or reproducing words in a visible form.</p> <p>Words importing persons shall include corporations.</p>	
<p>4. There shall be five categories of member:</p> <p>Honorary Fellows, Fellows, Members with post-nominals, Members without post-nominals and Student Members.</p>	<p>4. There shall be five categories of member:</p> <p>Honorary Fellow, Fellow, Member, all with full voting rights, and Associate Member and Student Member, both with restricted voting rights.</p>	<p>The name of the membership category 'Member with post-nominals' has been amended to 'Member'. The name of the membership category 'Member without post-nominals' has been amended to 'Associate Member'. These changes are intended to better describe the nature of those categories.</p>
<p>5. The names of all members shall be entered on the register. Any change in name shall be reported to the Chief Executive in writing, stating the new name.</p>	<p>5. The names of all members shall be entered on the IET register of members. Any change in name shall be reported to the Secretary and Chief Executive in writing, stating the new name.</p>	<p>The reference to 'the register' has been amended to 'the IET register of members'. This is intended to remove an ambiguity.</p> <p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive'; to be consistent with Charter clause 10.</p>
<p>6. The rights and privileges of every member shall be personal, and not transferable, and shall be determined by the category to which he belongs.</p>	<p>6. The rights and privileges of every member shall be personal, and not transferable, and shall be determined by the category to which he belongs and shall be as specified in the Regulations.</p>	<p>A reference the rights and privileges of members being specified in Regulations has been added. This is intended to clarify where this information can be found.</p>
<p>7. All persons admitted to any category shall sign an undertaking to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>7. All persons admitted to any category shall before becoming a member sign an undertaking to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>The wording has been amended to be consistent with Charter clause 12.</p>
<p>Honorary Fellows</p> <p>8. The Board shall have power to elect Honorary Fellows, who shall be:</p> <p>(a) Persons distinguished by their work in any engineering discipline falling within the objects and purposes of the IET, or</p> <p>(b) Distinguished persons whom the IET desires to honour for services rendered to the IET or whose association is of benefit to the IET.</p>	<p>Honorary Fellows</p> <p>8. The Board shall have power to elect Honorary Fellows, who shall be:</p> <p>(a) Persons distinguished by their work in any engineering discipline falling within the objects and purposes of the IET, or</p> <p>(b) Distinguished persons whom the IET desires to honour for services rendered to the IET or whose association is of benefit to the IET.</p> <p>Honorary Fellows shall be entitled to use the designatory letters HonFIET.</p>	<p>A reference to designatory letters has been added, allowing for the deletion of Bye-law 21.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>Fellows</p> <p>9. Fellows shall have met the requirements for admission as a Member with post-nominals 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.</p>	<p>Fellows</p> <p>9. 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.</p>	<p>The reference to the category 'Member with post-nominals' has been amended to 'Member', to be consistent with Bye-law 4. A reference to designatory letters has been added, allowing for the deletion of Bye-law 21.</p>
<p>Members with post-nominals</p> <p>10. Members shall be entitled to use post-nominals if they have achieved a standard of knowledge and understanding, as required by the Board, and be engaged in an activity relevant to the interests of the IET.</p>	<p>Members</p> <p>10. 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 or TMIET, as appropriate.</p>	<p>The reference to the category 'Member with post-nominals' has been amended to 'Member', to be consistent with Bye-law 4. A reference to designatory letters has been added, allowing for the deletion of Bye-law 21.</p>
<p>Members without post-nominals</p> <p>11. Members without post-nominals are those who value involvement with the IET, but do not meet the requirements for admission as a Member with post-nominals.</p>	<p>Associate Members</p> <p>11. Associate Members are those who value involvement with the IET, but do not meet the requirements for admission as a Member.</p>	<p>The reference to the category 'Member without post-nominals' has been amended to 'Associate Member', and the reference to the category 'Member with post-nominals' has been amended to 'Member', to be consistent with Bye-law 4.</p>
<p>Student Members</p> <p>12. Student Members shall be those who are undergoing a programme of study, as required by the Board, and who intend to satisfy the requirements for the category of Member with post-nominals.</p>	<p>Student Members</p> <p>12. Those who satisfy the requirements described in the Regulations shall be entitled to admission to the category of Student Member.</p>	<p>The Bye-law has been amended to remove references to 'a programme of study' and the intention to satisfy the requirements for another category of membership. This is intended to allow school children and young people not in full-time education to join the Institution.</p>
<p>Applications to become a member or a registered engineer</p> <p>15. The assessment of candidates applying to become a registered engineer shall be by the Board, or by a committee appointed by the Board. Such assessments may only be made by persons who are themselves registered engineers.</p>	<p>Applications to become a member or a registered professional</p> <p>15. The assessment of candidates applying to become a registered professional shall be by the Board, or by a committee appointed by the Board. Such assessments may only be made by persons who are themselves registered professionals.</p>	<p>The Bye-law has been amended to change references to 'registered engineer' to read 'registered professional'.</p>
<p>16. Any person whose application for membership in any category or whose application to become a registered engineer 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 engineer, an appeal may be made to the national regulatory body administering the</p>	<p>16. Any person whose application for membership in any category or whose application to become a registered professional 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 professional, an appeal may be made to the appropriate national regulatory body</p>	<p>The Bye-law has been amended to change references to 'registered engineer' to read 'registered professional' and to remove an ambiguity.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>register of professional engineers 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.</p>	<p>administering a register of professional engineers 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.</p>	
<p>21. A member who meets the criteria to use post-nominals shall be entitled to the exclusive use after his name of the following abbreviated titles:</p> <p>Honorary Fellow HonFIET Fellow FIET Member with post-nominals MIET (if a professional engineer) or TMIET (if a professional technician)</p>	<p>Deleted</p>	<p>The Bye-law has been deleted, as appropriate reference to designatory letters has been added to Bye-laws 8-10. Those Bye-laws now refer to 'designatory letters' rather than 'post-nominals'. This is intended to remove a perceived ambiguity about the term 'designatory letters'.</p>
<p><u>Diplomas and Certificates</u></p> <p>22. Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Honorary Fellow or Fellow a diploma under seal, and to any Member a certificate, showing the category of membership to which he belongs. Similarly any registered engineer may be issued with a diploma under seal stating the title that he is entitled to use. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the IET.</p>	<p><u>Diplomas and Certificates</u></p> <p>22. Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Honorary Fellow or Fellow a diploma under seal, and to any Member a certificate, showing the category of membership to which he belongs. Similarly any registered professional may be issued with a diploma under seal stating the title that he is entitled to use. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the IET.</p>	<p>The Bye-law has been amended to change references to 'registered engineer' to read 'registered professional' and to remove an ambiguity.</p>
<p>26. Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive, after payment of all the subscriptions due from them, including that for the current year, but where an investigation has been commenced under the Disciplinary Regulations in respect of the conduct of the person giving notice of resignation in accordance with this Bye-law, the Board may direct that the resignation shall not take effect until the investigation has been finally disposed of.</p>	<p>26. Persons in any category of membership may retire from the IET by sending their resignation in writing to the Secretary and Chief Executive, after payment of all the subscriptions due from them, including that for the current year, but where an investigation has been commenced under the Disciplinary Regulations in respect of the conduct of the person giving notice of resignation in accordance with this Bye-law, the Board may direct that the resignation shall not take effect until the investigation has been finally disposed of.</p>	<p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive'; to be consistent with Charter clause 10.</p>
<p>30. Honorary Fellows, Fellows, Members with post-nominals and Members without post-nominals shall, in addition, exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall encourage the vocational progress of those in their professional charge.</p>	<p>30. Persons in any category of membership shall, in addition, exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall encourage the vocational progress of those in their professional charge.</p>	<p>The reference to 'Honorary Fellows, Fellows, Members with post-nominals and Members without post-nominals' has been amended to 'All members'. This is intended to extend the obligations of members to Student Members, who are currently excluded. Some of the changes are required to be consistent with Bye-law 4.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>Disciplinary Powers</p> <p>32. For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered engineer, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations, or</p> <p>(c) any conduct injurious to the IET, including (without limitation) a conviction of any criminal offence where the circumstances leading to such conviction may indicate unfitness to be a member.</p>	<p>Disciplinary Powers</p> <p>32. For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered professional, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations, or</p> <p>(c) any conduct injurious to the IET, including (without limitation) a conviction of any criminal offence where the circumstances leading to such conviction may indicate unfitness to be a member.</p>	<p>The Bye-law has been amended to change references to 'registered engineer' to read 'registered professional' and to remove an ambiguity.</p>
<p>33. The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it. The accused shall have the right to be heard by an independent tribunal, to be represented at any hearing, to cross examine witnesses and to call witnesses on his own behalf, and in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of improper conduct, the tribunal may order that he be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of national professional registration, an appeal may be made to the national regulatory body administering the register of professional engineers 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.</p>	<p>33. The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it. The accused shall have the right to be heard by an independent tribunal, to be represented at any hearing, to cross examine witnesses and to call witnesses on his own behalf, and in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of improper conduct, the tribunal may order that he be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of national professional registration, an appeal may be made to the appropriate national regulatory body administering a register of professional engineers 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.</p>	<p>The Bye-law has been amended to remove an ambiguity.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>38. All members shall be entitled to attend General Meetings. Honorary Fellows, Fellows and Members with post-nominals shall be entitled to vote on all matters at a General Meeting. Members without post-nominals shall be entitled to vote on all such matters other than resolutions referred to in Articles 16 and 17 of the Charter. Other categories of member shall not be entitled to vote at General Meetings.</p>	<p>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.</p>	<p>The categories of members entitled to vote at General Meetings has been amended to exclude the category Associate Members (currently called Members without post-nominals). This is intended to reduce the number of members entitled to vote and to restrict voting to members who have achieved a standard of knowledge, understanding and experience, as referred to in Bye-law 10. The categories of members entitled to vote at General Meetings has been amended to exclude the category Associate Members (currently called Members without post-nominals). This is intended to reduce the number of members entitled to vote and to restrict voting to members who have achieved a standard of knowledge, understanding and experience, as referred to in Bye-law 10.</p>
<p>40. The Board shall at all times call a General Meeting on a requisition in writing of 50 Honorary Fellows, Fellows or Members with post-nominals for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 50 Honorary Fellows, Fellows, Members with post-nominals or Members without post-nominals for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted.</p>	<p>40. The Board shall at all times call a General Meeting on a requisition in writing of 50 Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 50 Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted.</p>	<p>The reference to the category 'Member with post-nominals' has been amended to 'Member', to be consistent with Bye-law 4. The categories of members entitled to sign a requisition for a General Meeting has been amended to exclude the category Associate Members (currently called Members without post-nominals). This is intended to be consistent with the proposed changes to Bye-law 38.</p>
<p>42. No report of the proceedings at any meeting of the IET shall be taken or published except with the consent of the Board previously obtained.</p>	<p>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.</p>	<p>The reference to 'any meeting' has been amended to 'any General Meeting'; to remove an ambiguity.</p>
<p>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 case of a poll every person present in person or by proxy and entitled to vote at such meeting shall have one vote.</p>	<p>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 every person present in person or by proxy and entitled to vote at such meeting shall have one vote.</p>	<p>The reference to 'In case of a poll' has been amended to 'In a case where a poll is demanded', to remove a perceived ambiguity.</p>
<p>53. The Annual General Meeting shall be held at such time and place as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the report of the Board and the accounts of the IET for the past year and to appoint auditors. No other business shall be considered unless specified in the notice convening the meeting.</p>	<p>53. The Annual General Meeting shall be held at such time and place as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors. No other business shall be considered unless specified in the notice convening the meeting.</p>	<p>The reference to 'report of the Board and the accounts of the IET for the past year' has been amended to 'annual report of the Board and the accounts of the IET for the past year', to remove a perceived ambiguity.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>54. The first year will end on 30th September following the Effective Date and the second and third years will end annually thereafter. At the end of each of those three years, one Deputy President, two Vice-Presidents and two Ordinary Members will be elected in place of those retiring, but one of the Deputy Presidents retiring at the end of the first year shall not be replaced. If practicable, any casual vacancies arising among the members of the Board nominated pursuant to this Bye-law will be filled by election for a period limited to the remainder of the term that would have been served by the member of the Board who is being replaced. The period so limited shall not count towards any maximum period of office specified in Bye-laws 60 to 63. Bye-laws 60 to 70 shall be read subject to the provisions of this Bye-law.</p>	<p>54. Additionally, in accordance with Bye-law 63A, the Board may appoint a supernumerary member of the Board to be Honorary Treasurer. The first year will end on 30th September following the Effective Date and the second and third years will end annually thereafter. At the end of each of those three years, one Deputy President, two Vice-Presidents and two Ordinary Members will be elected in place of those retiring, but one of the Deputy Presidents retiring at the end of the first year shall not be replaced. If practicable, any casual vacancies arising among the members of the Board nominated pursuant to this Bye-law will be filled by election for a period limited to the remainder of the term that would have been served by the member of the Board who is being replaced. The period so limited shall not count towards any maximum period of office specified in Bye-laws 60 to 63. Bye-laws 60 to 70 shall be read subject to the provisions of this Bye-law.</p>	
<p>61. The Deputy-Presidents shall be elected in accordance with Bye-laws 64 to 66. Those eligible to be elected shall be Honorary Fellows and Fellows. A Deputy President shall hold office for two years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 67, no person shall hold the office of Deputy-President for more than four years in all.</p>	<p>61. The Deputy-Presidents shall be elected in accordance with Bye-laws 64 to 66. Those eligible to be elected shall be Honorary Fellows and Fellows and, except in circumstances that the Board resolves in its opinion to be exceptional, shall be either registered professionals or similarly qualified. A Deputy President shall hold office for two years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 67, no person shall hold the office of Deputy-President for more than four years in all.</p>	<p>The eligibility of members to become a Deputy-President has been amended by the requirement that they shall normally be 'registered professionals or similarly qualified'. In exceptional circumstances this would not prevent a member who is not 'a registered professional or similarly qualified' from becoming a Deputy-President. The phrase 'similarly qualified' is intended to cover members who are registered with national regulatory bodies unconnected to the Institution that are recognised by the Institution as broadly equivalent to the national regulatory bodies from whom the Institution has licences to register professionals. This is intended to ensure that the Institution is governed by a Board of Trustees which comprises members who are registered professionals or similarly qualified.</p>
<p>62. The Vice-Presidents shall be elected in accordance with Bye-laws 64 to 66. Those eligible to be elected shall be Honorary Fellows and Fellows. A Vice-President shall hold office for three years, and shall be eligible for re-election for one subsequent term, provided that at least one year shall have elapsed between the expiry of the first term of office and the start of the second. Subject to Bye-law 67, no person shall hold the office of Vice-President for more than six years in all.</p>	<p>62. The Vice-Presidents shall be elected in accordance with Bye-laws 64 to 66. Those eligible to be elected shall be Honorary Fellows and Fellows and, except in circumstances that the Board resolves in its opinion to be exceptional, shall be either registered professionals or similarly qualified. A Vice-President shall hold office for three years, and shall be eligible for re-election for one subsequent term, provided that at least one year shall have elapsed between the expiry of the first term of office and the start of the second. Subject to Bye-law 67, no person shall hold the office of Vice-President for more than six years in all.</p>	<p>The eligibility of members to become a Vice-President has been amended by the requirement that they shall normally be 'registered professionals or similarly qualified'. The phrase 'similarly qualified' is intended to cover members who are registered with national regulatory bodies unconnected to the Institution that are recognised by the Institution as broadly equivalent to the national regulatory bodies from whom the Institution has licences to register professionals. This is intended to ensure that the Institution is governed by a Board of Trustees which comprises members who are registered professionals or similarly qualified.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>63. (b) No person shall be eligible to be elected as an ordinary member of the Board unless he is an Honorary Fellow, Fellow, Member with post-nominals or Member without post-nominals.</p>	<p>63. (b) No person shall be eligible to be elected as an ordinary member of the Board unless he is an Honorary Fellow, Fellow or Member and, except in circumstances that the Board resolves in its opinion to be exceptional, has had experience of working within the IET committee structure and is a registered professional or is similarly qualified.</p>	<p>The eligibility of members to become an ordinary member of the Board of Trustees has been amended by the requirement that each normally has had 'experience of working within the IET committee structure and is a registered professional or is similarly qualified'. The phrase 'similarly qualified' is intended to cover members who are registered with national regulatory bodies unconnected to the Institution that are recognised by the Institution as broadly equivalent to the national regulatory bodies from whom the Institution has licences to register professionals. This is intended to ensure that the Institution is governed by a Board of Trustees which comprises members who are registered professionals or similarly qualified.</p>
	<p>Honorary Treasurer</p> <p>63A. Annually the Board of Trustees shall appoint a Deputy President or Vice-President to serve as Honorary Treasurer. Alternatively, the Board may appoint a former trustee of the IET as Treasurer. He shall serve as a supernumerary member of the Board for the duration of his appointment. The Honorary Treasurer shall retire on 30th September each year and shall be eligible for re-appointment provided that no person shall hold the office of Honorary Treasurer for more than three years in succession. The duties of the Honorary Treasurer shall be as set out in the Regulations.</p> <p>Nominations Committee</p> <p>63B. There shall be a Nominations Committee consisting of:</p> <ul style="list-style-type: none"> (a) the President; (b) the two most recent Past Presidents available to serve; (c) three members of the Board appointed by the Board; and (d) the Chairman of Council. <p>The role of the Nominations Committee shall be to recommend to the Board duly qualified persons to be nominated as candidates for election to fill vacancies for Deputy-President, Vice-President and ordinary membership of the Board in accordance with Bye-law 64.</p>	<p>A new Bye-law has been added to allow the appointment of an Honorary Treasurer from amongst current or former Trustees. This is intended to ensure proper oversight of the Institution's finances from a member viewpoint.</p> <p>A new Bye-law has been added to establish a Nominations Committee. Such a committee has existed for many years in accordance with Bye-law 74, but with a different constitution. This is intended to make it more difficult to change the role of the Nominations Committee in the future.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>64. (a) In each session of the IET, the Board shall determine which duly qualified persons it nominates as candidates for election to fill the vacancies which will arise on 1st October next for Deputy-President, Vice-President and ordinary membership of the Board, and not later than 21st May shall send to each member of the IET, entitled to vote, a list of those candidates.</p> <p>(b) In nominating candidates to fill vacancies in the ordinary membership of the Board, the Board shall nominate more candidates than there will be vacancies.</p> <p>(c) Members may nominate additional candidates for election to fill the vacancies specified in Bye-law 64(a). The name of each candidate must be supported by ten persons, each of whom shall be an Honorary Fellow, Fellow, Member with post-nominals or Member without post-nominals. No person may support more than one candidate for each category of vacancy. Each nomination must be delivered in writing to the Chief Executive 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.</p>	<p>64. (a) In each session of the IET, the Board shall consult the Nominations Committee to determine which duly qualified persons shall be nominated as candidates for election to fill the vacancies which will arise on 1st October next for Deputy-President, Vice-President and ordinary membership of the Board. The Council may also nominate candidates for election. Not later than 21st May the Secretary and Chief Executive shall send to each member of the IET, entitled to vote, a list of the candidates nominated.</p> <p>(b) In nominating candidates to fill vacancies in the ordinary membership of the Board, the Board shall nominate more candidates than there will be vacancies.</p> <p>(c) Members may nominate additional candidates for election to fill the vacancies specified in Bye-law 64(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 Secretary and Chief Executive 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.</p>	<p>The procedure for the Board of Trustees' nominations of candidates to fill future vacancies for Trustees has been amended to refer to the Nominations Committee, to be consistent with the proposed new Bye-law 63B.</p> <p>The procedure is further amended to permit nominations of candidates by the Council. This is intended to ensure that Council has an input to the procedure for the selection of candidates for election as officers of the Institution.</p> <p>A reference to 'the Secretary and Chief Executive' has been inserted.</p> <p>The categories of members entitled to nominate candidates for election as Trustees has been amended to exclude the category Associate Members (currently called Members without post-nominals). This is intended to reduce the number of members entitled to vote and to restrict voting to members who have achieved a standard of knowledge, understanding and experience, as referred to in Bye-law 10. The changes are intended to be consistent with the proposed changes to Bye-law 38.</p> <p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive', to be consistent with Charter clause 10.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
	<p>65. (e) The result of the ballot shall be published. Details of the votes cast and the calculation sheets shall be published on the IET website.</p>	<p>A new Bye-law has been added to describe the publication of the results of ballots. This is intended to provide transparency in the election process.</p>
<p>68. An Officer or an ordinary member of the Board shall cease to hold office if he:</p> <p>(a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board; or</p> <p>(b) shall be disqualified by law from being a charity trustee; or</p> <p>(c) resigns office by written notice to the Chief Executive; or</p> <p>(d) ceases to be a Fellow, a Member with post nominals or Member without post nominals; or</p> <p>(e) is absent without leave of the Board from more than half the meetings of the Board held in any session, and the Board resolves that the Officer or ordinary member shall cease to hold office; or</p> <p>(f) is removed from office by a resolution passed at a General Meeting by a majority of not less than two-thirds of the Honorary Fellows, Fellows, Members with post-nominals or Members without post-nominals present in person and voting; or</p> <p>(g) becomes an employee of the IET.</p>	<p>68. An Officer or an ordinary member of the Board shall cease to hold office if he:</p> <p>(a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board; or</p> <p>(b) shall be disqualified by law from being a charity trustee; or</p> <p>(c) resigns office by written notice to the Secretary and Chief Executive; or</p> <p>(d) ceases to be an Honorary Fellow, a Fellow or a Member; or</p> <p>(e) is absent without leave of the Board from more than half the meetings of the Board held in any session, and the Board resolves that the Officer or ordinary member shall cease to hold office; or</p> <p>(f) is removed from office by a resolution passed at a General Meeting by a majority of not less than two-thirds of the Honorary Fellows, Fellows and Members present in person or by proxy and voting; or</p> <p>(g) becomes an employee of the IET.</p>	<p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive', to be consistent with Charter clause 10.</p> <p>The reference to 'Member with post nominals' and 'Member without post nominals' has been amended, to be consistent with Bye-law 4.</p> <p>The majority required to approve a resolution at an SGM has been amended from a simple majority of those voting to a two thirds majority of those voting. This is intended to ensure that there is significant support for any such resolution and to be consistent with the proposed changes to Charter clauses 16 and 17.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
<p>77. The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or any decision taken by any such committee shall be reported forthwith to the Board.</p>	<p>77. 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.</p>	<p>The reference to 'reported regularly to the Board' has been amended to 'reported to the Board after each meeting'. This is intended to remove a perceived ambiguity.</p>
<p>82. The Board shall pay to the Chief Executive and to all persons employed under him 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.</p>	<p>82. The Board shall pay to the Secretary and Chief Executive and to all persons employed under him 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.</p>	<p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive', to be consistent with Charter clause 10.</p>
<p>Council</p> <p>85. The IET shall have a Council which shall be a consultative body providing strategic advice and member feedback to the Board. The Board may make Regulations by which the Council's composition and proceedings shall be governed.</p>	<p>Council</p> <p>85. The composition of Council and the method of appointment and election of its members shall be as set out in the Regulations. These Regulations may be altered only on the recommendation of Council, subject to the approval of the Board of Trustees, and the membership in General Meeting. The Trustees shall be non-voting members of Council.</p>	<p>New Bye-laws have been added about the role of Council and the conduct of its meetings. This is intended to make it more difficult to change the role of Council in the future.</p>
	<p>85A. The Council shall have the right and responsibility:</p> <ul style="list-style-type: none"> (a) of tendering advice to the Board of Trustees concerning the conduct of the Institution's affairs generally, including its direction & strategy, and on any other matters referred to it by the Board of Trustees; (b) of communicating the representative views of the members of the Institution on these and other matters to the Board of Trustees; (c) of monitoring the performance of and calling to account the Board of Trustees in its governance of the IET. <p>85B. The Board of Trustees shall consider the strategic advice and guidance of Council, and explain to Council how this advice will be taken account of. 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.</p> <p>85C. Council shall receive regular reports from the Board of Trustees including minutes of the Board meetings (but excluding matters of personal or commercial sensitivity; the latter will be made available to the Chairman of Council on a confidential basis).</p>	<p>The description of the role of Council has been amended. This is intended to make clear the role of Council in advising the Board of Trustees and its relationship with the Board of Trustees.</p>

Current IET Bye-laws	Proposed IET Bye-laws	Commentary
	<p>85D. 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; the latter will be made available to the Chairman of Council on a confidential basis).</p> <p>85E. The Council shall be chaired by one of its members elected before the first meeting of the session. No member shall serve as Chairman of Council for more than two successive years. In the absence of the Chairman a meeting of Council will be chaired by one of its number elected at that meeting.</p> <p>Meetings of Council</p> <p>85F. The frequency and conduct of meetings shall be as decided by the Council from time to time.</p>	
<p>88. All persons referred to in Bye-law 87 and the Chief Executive 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.</p>	<p>88. All persons referred to in Bye-law 87 and the Secretary and Chief Executive 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.</p>	<p>The reference to 'the Chief Executive' has been amended to 'the Secretary and Chief Executive'; to be consistent with Charter clause 10.</p>





