

NOTICE OF SPECIAL GENERAL MEETING

NOTICE is hereby given that a Special General Meeting of the Institution of Engineering and Technology (“the Institution”) will be held on Thursday, 15 June 2023 at 2.30 pm at the Institution of Engineering and Technology, Savoy Place, London WC2R 0BL, United Kingdom, to consider and, if thought fit, approve the following resolutions:

Resolution 1: to amend the Institution’s Royal Charter;
Resolutions 2 to 6: to amend the Institution’s Bye-laws.

RESOLUTION 1

Royal Charter

THAT, conditional upon the approval of Resolution 3 below, Articles 5 and 10 of the Institution’s Royal Charter be amended in the manner shown in column 2 of the document marked “A” annexed hereto subject to any further amendments required by the Lords of His Majesty’s Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

RESOLUTION 2

Professional Conduct

THAT Bye-laws 25, 26, 30, 31, 32 and 33 be amended in the manner shown in column 2 of the document marked “B” annexed hereto subject to any further amendments required by the Lords of His Majesty’s Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

RESOLUTION 3

Powers of the Institution

THAT conditional upon the approval of Resolution 1 above, Bye-laws 3, 28, 49, 53, 67, 73 and 97 be amended and new Bye-laws 38A-B and 89A-G be inserted in the manner shown in column 2 of the document marked “B” annexed hereto and the Bye-laws be further amended as subject to any further amendments required by the Lords of His Majesty’s Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

RESOLUTION 4

Member Behaviour

THAT Bye-laws 29 and 30 be amended in the manner shown in column 2 of the document marked “B” annexed hereto and the Bye-laws be further amended as subject to any further amendments required by the Lords of His Majesty’s Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

RESOLUTION 5

General Meetings

THAT Bye-law 40 be amended in the manner shown in column 2 of the document marked “B” annexed hereto and the Bye-laws be further amended as subject to any further amendments required by the Lords of His Majesty’s Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

RESOLUTION 6

Administrative Matters

THAT Bye-laws 7, 22, 34, 54, 55, 63, 64, 99 and 104 be amended in the manner shown in column 2 of the document marked "B" annexed hereto and the Bye-laws be further amended as subject to any further amendments required by the Lords of His Majesty's Most Honourable Privy Council and which are agreed by the Board of Trustees of the Institution.

By order of the Board of Trustees
Ed Almond MSc MBA FCA FIET
Chief Executive and Secretary
7 March 2023

NOTES:

- 1 Explanatory notes detailing proposed changes and the rationale for them are set out in Annexure A and Annexure B. Copies are available on the IET website.
- 2 Persons in any category of membership are entitled to attend the meeting.
- 3 Only Honorary Fellows, Fellows and Members are entitled to vote at the meeting.
- 4 A member entitled to vote at the meeting is entitled to appoint another Honorary Fellow, Fellow or Member as that member's proxy to exercise all or any of that member's rights to attend and to speak and vote at the meeting.
- 5 A form of proxy is provided to members entitled to vote. Completion and return of the form of proxy will not prevent a member who is entitled to vote from attending and voting in person at the meeting. To be effective, the proxy must be lodged in accordance with the instructions on the form of proxy not later than 48 hours before the time of the meeting.
- 6 The voting threshold for the proposed changes to the Royal Charter is by a majority of not less than two-thirds of Institution members entitled to vote, present in person or by proxy and voting at the meeting (in accordance with Article 16 of the Royal Charter). The voting threshold for the proposed changes to the Bye-laws is by a majority of not less than two-thirds of Institution members entitled to vote, present in person or by proxy and voting at the meeting (in accordance with Article 17 of the Royal Charter).
- 7 The Board of Trustees of the Institution passed a resolution to approve Resolution 1 at a duly convened Board of Trustees meeting on 9 May 2022.
- 8 Due to the number of proposed changes under consideration, the Bye-law changes are grouped into categories, each as described above by reference to the rationale for each change. Members are invited to vote for each category of amendment, which are described in more detail in the Annexure B included as part of the documentation referred to in Note 1. The proposed changes to the Royal Charter set out in Resolution 1 and the proposed changes to the Bye-laws set out in Resolution 3 are co-dependent upon a successful 'For' vote for the proposed changes in both Resolutions.
- 9 The event will be held as a live webcast. Members viewing online are not counted towards the quorum.

TABLE SHOWING THE CURRENT ROYAL CHARTER, PROPOSED AMENDMENTS AND COMMENTARY

Clause	Current Wording	Proposed Changes	Commentary
5.	<p>The IET shall not engage in any trade or business or transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the IET and no part of the income or property of the IET shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the IET except in the case of and as a salaried officer of the IET.</p> <p>PROVIDED that nothing herein shall prevent any payment in good faith by the IET:</p> <p>(a) of reasonable and proper remuneration to any member, officer or servant of the IET (not being a member of its Board of Trustees or governing body) for any services rendered to the IET;</p> <p>(b) of interest on money lent by any member of the IET or of its Board of Trustees or governing body at a rate per annum not exceeding two per cent below the base lending rate of a clearing house selected by the Board of Trustees or the governing body or 5% whichever is the greater;</p> <p>(c) of reasonable and a proper rent for premises demised or let by any member of the IET or of its Board of Trustees or governing body;</p> <p>(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees or governing body may be a member holding not more than 1/100th part of the capital of that company;</p> <p>(e) to any member of its Board of Trustees or governing body of reasonable out-of-pocket expenses; and</p> <p>(f) the giving by the IET to any such member of prizes whether in cash or otherwise and scholarships and exhibitions;</p>	<p>The IET shall not engage in any trade or business or transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim on any property of the IET and no part of the income or property of the IET shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the IET except in the case of and as a salaried officer of the IET.</p> <p>PROVIDED that nothing herein shall prevent any payment in good faith by the IET:</p> <p>(a) of reasonable and proper remuneration to any member, officer or servant of the IET (not being a member of its Board of Trustees or governing body) for any services rendered to the IET;</p> <p>(b) of interest on money lent by any member of the IET or of its Board of Trustees or governing body at a rate per annum not exceeding two per cent below the base lending rate of a clearing house selected by the Board of Trustees or the governing body or 5% whichever is the greater;</p> <p>(c) of reasonable and a proper rent for premises demised or let by any member of the IET or of its Board of Trustees or governing body;</p> <p>(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees or governing body may be a member holding not more than 1/100th part of the capital of that company;</p> <p>(e) to any member of its Board of Trustees or governing body of reasonable out-of-pocket expenses; and</p> <p>(f) the giving by the IET to any such member of prizes whether in cash or otherwise and scholarships and exhibitions;</p>	<p>The starting point in charity law is that charity trustees and persons connected with them should not materially benefit from the charity at all. As such, it is important that any benefits are authorised either expressly in the charity's governing document, as a matter of law (for example, by statute) or by the Charity Commission. For this reason, it is important to include appropriate provisions in the Royal Charter regarding the authorisation of personal benefits. These amendments will bring the Royal Charter in line with Charity Commission expectations and best practice.</p>

	<p>and the IET shall have power to make all such payments and gifts as aforesaid.</p> <p>AND PROVIDED THAT nothing herein shall prevent the gratuitous distribution among, or sale at a discount to, members of the IET, of any courses, books or other publications published by the IET relating to all or any of the above objects nor be deemed to exclude any member of the IET from the benefit of any grant made in the furtherance of any of the objects of the IET, nor prevent any member who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET or to the cost of establishing or holding of which the IET may have subscribed out of its income or property from receiving as such exhibitor any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded to him or her.</p>	<p>and the IET shall have power to make all such payments and gifts as aforesaid.</p> <p>AND PROVIDED THAT nothing herein shall prevent the gratuitous distribution among, or sale at a discount to, members of the IET, of any courses, books or other publications published by the IET relating to all or any of the above objects nor be deemed to exclude any member of the IET from the benefit of any grant made in the furtherance of any of the objects of the IET, nor prevent any member who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET or to the cost of establishing or holding of which the IET may have subscribed out of its income or property from receiving as such exhibitor any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded to him or her.</p> <p><u>The income and property of the IET shall only be applied to promote the Objects. Except as provided in the Charter and Bye-laws, no part of the income or property of the IET may be paid or transferred directly or indirectly to any member. This shall not prevent any payment in good faith by the IET of:</u></p> <p><u>(a) _____ a benefit to any member in the capacity of a beneficiary of the IET;</u></p> <p><u>(b) _____ the employment and remuneration of any member as a salaried officer of the IET;</u></p> <p><u>(c) _____ the giving by the IET to any member of prizes, whether in cash or otherwise, and scholarships and exhibitions;</u></p> <p><u>(d) _____ the gratuitous distribution among, or sale at a discount to, members of any courses, books or other publications published by the IET relating to the Objects;</u></p> <p><u>(e) _____ a benefit to a member as the recipient of a grant made in furtherance of the Objects;</u></p> <p><u>(f) _____ a benefit to a member, who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the IET, as the recipient of any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded to them;</u></p>	
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		<p><u>(g) _____ subject to Article 5C of this Our Charter, reasonable and proper remuneration to any member for any goods or services supplied to the IET;</u></p> <p><u>(h) _____ interest on money lent by a member to the IET at a reasonable and proper rate;</u></p> <p><u>(i) _____ reasonable and proper rent for premises demised or let by a member to the IET; and</u></p> <p><u>(j) _____ any payment to a member who is also a member of the Board of Trustees which is permitted under the Charter and Bye-laws.</u></p>	
5A.		<p><u>A member of the Board of Trustees:</u></p> <p><u>(a) _____ is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the IET;</u></p> <p><u>(b) _____ may benefit from trustee indemnity insurance purchased by the IET in accordance with Article 5(k) of this Our Charter;</u></p> <p><u>(c) _____ may receive payment under an indemnity from the IET in the circumstances set out in Bye-law 99; and</u></p> <p><u>(d) _____ may not receive any other benefit or payment from the IET unless it is authorised by the Charter or Bye-laws.</u></p>	
5B.		<p><u>Unless the benefit or payment is permitted under Article 5C of this Our Charter, no member of the Board of Trustees or Connected Person may:</u></p> <p><u>(a) _____ buy any goods or services from the IET on terms preferential to those applicable to members of the public;</u></p> <p><u>(b) _____ sell goods, services, or any interest in land to the IET;</u></p> <p><u>(c) _____ be employed by, or receive any remuneration from the IET; or</u></p> <p><u>(d) _____ receive any other financial benefit from the IET.</u></p>	
5C.		<p><u>A member of the Board of Trustees or a Connected Person may:</u></p> <p><u>(a) _____ receive a benefit from the IET in the capacity of a beneficiary of the IET, provided that a majority of the Board of Trustees do not benefit in this way;</u></p> <p><u>(b) _____ enter into a contract for the supply of services, or of goods</u></p>	

		<p><u>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;</u></p> <p><u>(c) _____ subject to Article 5D of this Our Charter, enter into a contract for the supply of goods to the IET that are not supplied in connection with services provided to the IET by the member of the Board of Trustees or Connected Person;</u></p> <p><u>(d) _____ receive reasonable and proper rent for premises let to the IET;</u></p> <p><u>(e) _____ receive interest at a reasonable and proper rate on money lent to the IET;</u></p> <p><u>(f) _____ take part in the normal trading and fund-raising activities of the IET on the same terms as members of the public; and</u></p> <p><u>(g) _____ receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission for England and Wales.</u></p>	
5D.		<p><u>The IET and the Board of Trustees may only rely on the authority provided by Article 5C(c) of this Our Charter, if each of the following conditions is satisfied:</u></p> <p><u>(a) _____ the amount or maximum amount of the payment for the goods:</u></p> <p><u>(i) _____ is set out in an agreement in writing between the IET and the member of the Board of Trustees or Connected Person supplying the goods (the 'Supplier') under which the Supplier is to supply the goods in question to the IET; and</u></p> <p><u>(ii) _____ does not exceed what is reasonable in the circumstances for the supply of the goods in question;</u></p> <p><u>(b) _____ the other members of the Board of Trustees are satisfied that it is in the best interests of the IET to contract with the Supplier rather than someone who is not a member of the Board of Trustees or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the other members of the Board of Trustees must balance the advantages of contracting with a member of the Board of Trustees or Connected Person</u></p>	

		<p><u>against the disadvantages of doing so;</u></p> <p><u>(c) _____ the Supplier;</u></p> <p><u>(i) _____ is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the IET by them;</u></p> <p><u>(ii) _____ does not vote on any such matter and is not counted when calculating whether a quorum of the Board of Trustees is present at the meeting; and</u></p> <p><u>(d) _____ a majority of the members of the Board of Trustees then in office are not in receipt of remuneration or payments authorised by Article 5D of this Our Charter.</u></p>	
5E.		<p><u>In Articles 5C and 5D of this Our Charter, the 'IET' includes any company in which the IET:</u></p> <p><u>(a) _____ holds more than 50% of the shares; or</u></p> <p><u>(b) _____ controls more than 50% of the voting rights attached to the shares; or</u></p> <p><u>(c) _____ has the right to appoint one or more director(s) to the company.</u></p>	
10.	<p>There shall be a Chief Executive and Secretary of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive and Secretary shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees he shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.</p>	<p>There shall be a Chief Executive and Secretary of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive and Secretary shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees he <u>they</u> shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.</p>	<p>The clause has been amended to remove gender-specific terminology. This clause was overlooked when changes were made in 2016.</p>

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

Clause	Current Wording	Proposed Changes	Commentary
3.	<p>Definitions</p> <p>In these Bye-laws except where the context forbids, words implying the singular shall include the plural, and vice versa.</p> <p>'the Auditors' means the Auditors of the IET.</p> <p>'the Board' means the Board of Trustees of the IET.</p> <p>'the Charter' means the Royal Charter of the IET, and any amendments or additions thereto and Supplemental or other Charter of the IET for the time being in force.</p> <p>'the Chief Executive and Secretary' means the Chief Executive and Secretary of the IET for the time being or any person performing the duties of the Chief Executive and Secretary of the IET.</p> <p>'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.</p>		
	'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.	'Conduct Regulations' means the Regulations made pursuant to Bye-law 31.	Definition deleted consequent on deletion of use in Bye-law 32.
		<p><u>'Conflict' means any situation in which a member of the Board has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the IET or which conflicts or possibly might conflict with that person's duty to act solely in the interests of the IET.</u></p> <p><u>'Conflicted' refers to a situation when a Conflict arises for a member of the Board.</u></p> <p><u>'Connected Person' means any person falling within one of the following categories:</u></p> <p><u>(a) _____ any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board; or</u></p> <p><u>(b) _____ the spouse or civil partner of any person in (a); or</u></p>	Definitions required by use in Bye-laws 33 and 89.

		<p><u>(c) any person who carries on business in partnership with a member of the Board or with any person in (a) or (b); or</u></p> <p><u>(d) an institution which is controlled by either a member of the Board, any person in (a), (b) or (c), or a member of the Board and any person in (a), (b) or (c), taken together;</u></p> <p><u>(e) a corporate body in which a member of the Board or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.</u></p> <p><u>Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Bye-law.</u></p>	
	'the Council' means the Council for the time being of the IET.		
	'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.	'Disciplinary Regulations' means the Regulations made pursuant to Bye-law 33.	Definition deleted consequent on deletion of use in Bye-law 26.
	'Effective Date' means 1 October 2016.	'Effective Date' means 1 October 2016.	Definition deleted consequent on deletion of use in Bye-laws 54, 63, 64(b) and 104.
	<p>'electronic communication' means a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):</p> <p>(a) by means of an electronic communications system (within the meaning of the Electronic Communications Act 2000); or</p> <p>(b) by other means but while in an electronic form.</p> <p>'IET' means the Institution of Engineering and Technology.</p> <p>'Main Board' means any committee established by the Board pursuant to Bye-law 75 and designated as a Main Board.</p> <p>'Main Board Member' means a person who is a member of a Main Board.</p> <p>'objects of the IET' means the objects for which the IET is established as set out in Article 3 of the Charter.</p> <p>'Officer' means any of the President, Past President, Deputy-Presidents and Vice-Presidents.</p> <p>'Past President' means, in respect of any session, the person who held the office of President at the end of the immediately preceding session.</p>		

	<p>'a poll' means a form of voting, other than a show of hands, by which the votes are recorded in writing and are capable of being counted accurately.</p> <p>'registered member' means any member who is eligible to use a title granted by a regulatory or registering body administering a register, for which the IET holds an appropriate licence. This includes any member who is eligible to use the title:</p> <p>(a) Chartered Engineer and the designation CEng;</p> <p>(b) Incorporated Engineer and the designation IEng;</p> <p>(c) Engineering Technician and the designation EngTech.</p> <p>'Regulations' means regulations made by the Board in accordance with the Charter and these Bye-laws.</p> <p>'the Seal' means the Common Seal of the IET.</p> <p>'session' means a period from 1 October to 30 September next.</p> <p>'similarly qualified' means, in relation to a member who is not a registered member, that the member is registered with a national regulatory or registering body that is not connected with the IET which is recognised by the Board to be broadly equivalent to the national regulatory or registering bodies from which the IET holds licences.</p>		
		<p><u>'Subsidiary' means any company in which the IET (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more director(s) to the company.</u></p>	<p>Definitions required by the new Bye-laws 89A-89G.</p>
	<p>'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>7.</p>	<p>All persons admitted to any category shall before becoming a member sign an undertaking to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>All persons admitted to any category shall before becoming a member sign an undertaking agree to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.</p>	<p>Amendment to state that members shall observe the provisions of the Bye-laws and supporting rules and regulations, and removing the requirement to "sign" an undertaking. Amend wording to refer to defined term and simplify overall wording.</p>

22.	<p>Diplomas and Certificates</p> <p>Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Honorary Fellow or Fellow a diploma under seal, and to any Member a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the IET.</p>	<p>Diplomas and Certificates</p> <p>Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Honorary Fellow or Fellow a diploma under seal, and to any Member, <u>Fellow or Honorary Fellow</u> a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such diploma or certificate <u>or diploma</u> shall remain the property of, and shall on demand be returned to, the IET.</p>	Amendment to regularise the description of certificates of membership and diplomas for qualifications.
25.	The Board shall have the right to withdraw membership of any category from members whose annual subscription is not paid. The terms and conditions for such withdrawal shall be as determined by the Board.	The Board shall have the right to withdraw membership of any category from any member whose annual subscription is not paid <u>or who fails to respond to requests for continuing professional development submissions</u> . The terms and conditions for such withdrawal (under Bye-law 14) shall be as determined by the Board <u>shall provide for such withdrawal</u> .	Failure to provide CPD submissions will no longer be a disciplinary matter, but will instead be a contractual issue under updated membership terms and conditions.
26.	Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, after payment of all the subscriptions due from them, including that for the current year, but 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.	Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, <u>who may accept that resignation</u> after payment of all the subscriptions due from them, including that for the current year, <u>but 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 where an investigation has been commenced under in accordance with the Disciplinary Regulations made under Bye-law 33 in respect of the conduct of the person giving notice of resignation in accordance with this Bye-law, the Board may direct that the resignation shall not take effect until the investigation has been finally disposed of.</u>	Amendment to state that a member who resigns, or whose membership lapses through non-payment of fees or subscriptions, after a complaint against them has been lodged with the Institution, shall be deemed to remain in membership solely for the purpose of dealing with the improper conduct until completion of the Disciplinary Process.
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.	None	
28.	<p>Disqualification</p> <p>If any member becomes a bankrupt or, in the opinion of the Board, incapable by reason of mental disorder, the Board may in its discretion terminate or suspend that member's membership. A member</p>	<p>Disqualification</p> <p>If any member becomes a bankrupt <u>or</u>, in the <u>written</u> opinion of the Board <u>a registered medical practitioner who is treating the member, physically or mentally incapable of acting as a member</u></p>	Amendment to delete reference to bankruptcy and align with contemporary wording and practice.

	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.	and may remain so for more than three months, incapable by reason of mental disorder, the Board may in its discretion terminate or suspend that member's membership. A member whose membership has been so terminated or suspended shall have the right to appeal against the decision to an independent tribunal established by the Board.	
29.	Professional Conduct Persons in any category of membership shall at all times uphold the dignity and reputation of their profession, act with fairness and integrity towards everyone with whom their work is connected, and towards other members and safeguard the public interest in matters of health, safety, the environment and otherwise.	Professional Conduct Persons in any category of membership shall at all times uphold the dignity and reputation of their profession, act with <u>respect, dignity,</u> 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.	Amendment to recognise the human right to dignity and respect.
30.	Persons in any category of membership shall, in addition, exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall encourage the vocational progress of those in their professional charge.	Persons in any category of membership shall, in addition, (a) <u>maintain their skills and knowledge and comply with the continuing professional development expectation set out by the Board for their category of membership;</u> (b) exercise their professional skill and judgement to the best of their ability and; (c) discharge their professional responsibilities with <u>respect, dignity and</u> integrity ; (d) They shall and encourage the vocational progress of those in their professional charge.	Amendment to recognise the human right to dignity and respect and to insert an obligation on members to maintain their technical knowledge by complying with the CPD requirements set by the Board.
31.	For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board may make Regulations to be observed by members in any category with regard to their conduct, and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.	For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board may shall make, and periodically review, Regulations <u>setting out a Code of Professional Conduct</u> to be observed by members in any category with regard to their conduct, and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper. 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.	Amendment requested by the Engineering Council and clarification around reviewing the Code of Professional Conduct to align all Professional Engineering Institutions to a common professional conduct regulation and allow the production of specific guidance on supporting the Code.
32.	Disciplinary Powers	Disciplinary Powers	

	<p>For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered member, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations, or</p> <p>(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>For the purpose of these Bye-laws 'improper conduct' shall mean:</p> <p>(a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered member, or</p> <p>(b) any breach of these Bye-laws or the Conduct Regulations <u>the Code of Professional Conduct made under Bye-law 31</u>, or</p> <p>(c) <u>any breach of these Bye-laws (other than those Bye-laws where the Board has identified in Regulations or other document that a process other than that at Bye-law 33 will be followed), or</u></p> <p>(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.</p>	<p>Reflects proposed amendment to Bye-law 31 and further clarifies improper conduct.</p>
33.	<p>The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it. The accused shall have the right to be heard by an independent tribunal, to be represented at any hearing, to cross examine witnesses and to call witnesses on behalf of the accused, and in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of improper conduct, the tribunal may order that the member be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of registration, an appeal may be made to the appropriate regulatory or registering body on the grounds either 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 Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it <u>and, in doing so, the Board shall have due regard to the guidance published by the Engineering Council or a successor regulatory body. All members shall comply with and co-operate with the disciplinary procedure set out in Regulations made under this Bye-law; which shall provide for a hearing which complies with the law of natural justice before a panel of members who have no conflict of interest.</u> The accused member who is the subject of an alleged breach shall <u>have the right to be heard by an independent tribunal, to be entitled to be represented at any hearing, have the opportunity</u> to cross examine witnesses and to call witnesses on behalf of the accused, and <u>have the right to appeal to an independent tribunal established under Regulations made by the Board, in all respects the proceedings shall be conducted in accordance with natural justice. Should a member be found by the tribunal to be guilty of A member who is found to have engaged in</u> improper conduct the tribunal may order that the member may be expelled from the IET, suspended from membership of the IET for any period, reprimanded or admonished, or subjected to such other sanction(s) as the Board may identify in Regulations made under Bye-law 33. The Board may impose other sanctions. The member shall have the right to appeal to an independent tribunal established by the Board. Should such expulsion or suspension result in termination of registration, an appeal may be</p>	<p>Amendment requested by the Engineering Council as in Bye-law 31.</p> <p>Modernising language used to define a member alleged to be in breach of the standards of professional conduct.</p> <p>Amended to allow for other, less stringent, sanctions that may be more appropriate to the specific breach.</p>

		made to the appropriate regulatory or registering body on the such grounds either that the processes required by the licences held by the IET were not correctly followed or that the refusal was unreasonable or disproportionate as that body permits.	
34.	Re-admissions The Board may readmit to membership in any category any person whose membership has terminated from any cause provided that the member satisfies the Board that the member is worthy and remains eligible for readmission, and pays such amounts in respect of application fee and arrears of subscriptions as the Board may determine.	Re-admissions The Board may readmit to membership in any category any person whose membership has terminated from any cause provided that the member person satisfies the Board that the member 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.	Amendment to replace “member” with “person”, using the correct terminology for the circumstances.
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.	Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings. This will allow for member engagement in a General Meeting (both attendance and voting) to be other than in person.
38B.		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.	Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings.
40.	The Board shall at all times call a General Meeting on a requisition in writing of 50 Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 50 Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted.	The Board shall at all times call a General Meeting on a requisition in writing of 50 <u>0.5% of the 50</u> Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of <u>0.5% of the</u> 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.	Amendment to the number of members required to petition a General Meeting – in line with modern governance – at a similar level to that the number inserted in the Bye-laws in 1921.
49.	A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place as directed by the chairperson. The fact that a poll has been demanded shall not prevent the continuance of the meeting for the transaction of any business other than the	A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place <u>and/or electronic means of attendance</u> as directed by the chairperson. The fact that a poll has been demanded shall not prevent the continuance of the meeting for	Amendment to allow electronic voting at any General Meeting and to allow wholly virtual or hybrid General Meetings. See also Bye-law 38.

	question on which a poll has been demanded. A demand for a poll may be withdrawn.	the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.	
53.	The Annual General Meeting shall be held at such time and place as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors and to receive an annual report from Council. No other business shall be considered unless specified in the notice convening the meeting.	The Annual General Meeting shall be held at such time and place <u>and/or electronic means of attendance</u> as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors and to receive an annual report from Council. No other business shall be considered unless specified in the notice convening the meeting.	Amendment to allow wholly virtual or hybrid General Meetings. See also Bye-law 38.
54.	Board of Trustees – Transitional Provisions In respect of the session beginning on the Effective Date and the session beginning on the first anniversary of the Effective Date, one of the candidates for election as an ordinary member of the Board for such sessions shall be either an Honorary Fellow, Fellow or Member, a current or 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.	Board of Trustees – Transitional Provisions In respect of the session beginning on the Effective Date and the session beginning on the first anniversary of the Effective Date, one of the candidates for election as an ordinary member of the Board for such sessions shall be either an Honorary Fellow, Fellow or Member, a current or 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. Not used.	Amendment to delete Bye-laws 54 and 55. These Bye-laws were inserted as transitional provisions for a now elapsed time period.
55.	Bye-law 64 shall be deemed to be varied to the extent necessary to give effect to Bye-law 54.	Bye-law 64 shall be deemed to be varied to the extent necessary to give effect to Bye-law 54. Not used.	Amendment to delete Bye-laws 54 and 55. These Bye-laws were inserted as transitional provisions for a now elapsed time period.
63.	The Vice-Presidents The Vice-Presidents shall be elected in accordance with Bye-laws 69 to 71. Those eligible to be elected shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. With effect from the session beginning on the third anniversary of the Effective Date, at least one Vice-President elected each year shall be a current or past Trustee, or a current member of Council, or have been a member of Council or a Main Board Member in the previous three years. Vice Presidents shall hold office for three years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 72, no person shall hold the office of Vice-President for more than six years in all.	The Vice-Presidents The Vice-Presidents shall be elected in accordance with Bye-laws 69 to 71. Those eligible to be elected shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. With effect from the session beginning on the third anniversary of the Effective Date, at <u>At</u> 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.	The deletion of Bye-laws 54 and 55 removes the need for the statement on “transitional provisions” in this Bye-law.
	Ordinary members of the Board	Ordinary members of the Board	

64.	<p>(a) The ordinary members of the Board shall be elected in accordance with Bye-laws 69 to 71.</p> <p>(b) No person shall be eligible to be an ordinary member of the Board unless that person is an Honorary Fellow, Fellow or Member and, with effect from the session beginning on the second anniversary of the Effective Date unless that person is also a current or past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years and, unless the Board resolves to the contrary in any particular case, has been active within the IET and is a registered member or is similarly qualified.</p> <p>(c) An ordinary member of the Board shall hold office for three years or such lesser term as determined at the time of their election, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 68 no person shall hold the office of ordinary member of the Board for more than six years in all.</p>	<p>(a) The ordinary members of the Board shall be elected in accordance with Bye-laws 69 to 71.</p> <p>(b) No person shall be eligible to be an ordinary member of the Board unless that person is an Honorary Fellow, Fellow or Member and, with effect from the session beginning on the second anniversary of the Effective Date unless that person is also a current or past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years and, unless the Board resolves to the contrary in any particular case, has been active within the IET and is a registered member or is similarly qualified.</p> <p>(c) An ordinary member of the Board shall hold office for three years or such lesser term as determined at the time of their election, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 68 no person shall hold the office of ordinary member of the Board for more than six years in all.</p>	The deletion of Bye-laws 54 and 55 removes the need for the statement on "transitional provisions" in this Bye-law.
67.	<p>Co-option</p> <p>The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in accordance with this Bye-law shall be Honorary Fellows, Fellows and Members and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. A co-opted Trustee shall hold office until the end of the session in which such Trustee was appointed, and shall be eligible for re-appointment as a Trustee in accordance with this Bye-law provided that, subject to Bye-law 72, no person shall be a co-opted Trustee for more than two years in all.</p>	<p>Co-option</p> <p>The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in accordance with this Bye-law shall be Honorary Fellows, Fellows and Members and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified <u>any persons with, in the reasonable opinion of the Board, the appropriate skills and experience for the role. The requirements of Bye-laws 64(b) and 73(d) that members of the Board must be Honorary Fellows, Fellows or Members does not apply to those co-opted.</u> A co-opted Trustee shall hold office until the end of the session in which such Trustee was appointed, and shall be eligible for re-appointment as a Trustee in accordance with this Bye-law provided that, subject to Bye-law 72, no person shall be a co-opted Trustee for more than two years in all.</p>	Amendment to allow the co-option of Students, Associates and non-members as Trustees, broadening the option to seek specific skills and experience to support the Board. The power to co-opt Trustees was introduced in 2016, but Bye-laws 64(b) and 73(d) allow only Honorary Fellows, Fellows and Members to serve as Trustees.
73.	<p>An Officer or an ordinary member of the Board shall cease to hold office if such person:</p> <p>(a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board; or</p>	<p>An Officer or an ordinary member of the Board shall cease to hold office if such person:</p> <p>(a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board <u>in the written opinion of a registered medical practitioner who is treating that person, physically or</u></p>	Amendment for consistency with Bye-law 28.

	<p>(b) shall be disqualified by law from being a charity trustee; or</p> <p>(c) resigns office by written notice to the Chief Executive and Secretary; or</p> <p>(d) ceases to be an Honorary Fellow, a Fellow or a Member; or</p> <p>(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><u>mentally of acting as a member of the Board and may remain so for more than three months;</u> or</p> <p>(b) shall be prohibited by law from being <u>a company director or disqualified by law from being</u> a charity trustee; or</p> <p>(c) resigns office by written notice to the Chief Executive and Secretary; or</p> <p>(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>Aligning with modern governance principles.</p>
89A.		<p><u>Conflicts of Interest</u></p> <p><u>A member of the Board must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the Board, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the IET or in any transaction or arrangement entered into by the IET which has not previously been declared.</u></p>	<p>The starting point in charity law is that charity trustees and persons connected with them should not materially benefit from the charity at all. As such, it is important that any benefits are authorised either expressly in the charity's governing document, as a matter of law (for example, by statute) or by the Charity Commission. For this reason, it is important to include appropriate provisions in the Royal Charter regarding the authorisation of personal benefits. These amendments will bring the Royal Charter in line with Charity Commission expectations and best practice.</p>
89B.		<p><u>A member of the Board who is or becomes Conflicted in relation to any matter to be discussed by the Board must:</u></p> <p><u>(a) absent themselves from those discussions, unless the un-conflicted members of the Board invite the Conflicted member of the Board to remain in order to provide information to assist them in their discussions; and</u></p> <p><u>(b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board, and shall not be counted in the quorum for that part of the discussion.</u></p>	
89C.		<p><u>A member of the Board, notwithstanding their office or that such situation or interest may</u></p>	

		<p><u>conflict with the interests of or their duties to the IET, may:</u></p> <p><u>(a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and</u></p> <p><u>(b) make full disclosure of any information relating to the IET to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Board, and a member of the Board who has an interest under this Bye-law will declare to the Board the nature and extent of their interest as soon as practicable after such interest arises.</u></p>	
89D.		<p><u>If a Conflict arises for a member of the Board because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Charter or the Bye-laws, the un-conflicted members of the Board may authorise that Conflict where the following conditions apply:</u></p> <p><u>(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;</u></p> <p><u>(b) the Conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;</u></p> <p><u>(c) the un-conflicted members of the Board consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and</u></p> <p><u>(d) the Conflict does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.</u></p>	
89E.		<p><u>Any authorisation of a Conflict under Bye-law 89D:</u></p> <p><u>(a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;</u></p> <p><u>(b) may impose upon the Conflicted member of the Board such other terms for the purposes of dealing with the Conflict as the un-conflicted members of the Board think fit; and</u></p>	

		<u>(c) may provide that, where the Conflicted member of the Board obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a member of the Board) information that is confidential to a third party, they shall not be obliged to disclose that information to the IET, or to use it in relation to the IET's affairs where to do so would amount to a breach of that confidence.</u>	
89F.		<u>Where the un-conflicted member of the Board authorise a Conflict under Bye-law 89D, the Conflicted member of the Board shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the un-conflicted members of the Board in relation to the Conflict.</u>	
89G.		<u>The Trustees may revoke or vary any authorisation given under Bye-law 89D at any time, but this shall not affect anything done by the Conflicted member of the Board prior to such revocation or variation in accordance with the terms of such authorisation.</u>	
97.	Copyright So far as practicable every paper presented to the IET, and accepted for reading, or for publication in full or in abstract, and every paper read at a meeting of the IET or any part thereof, and the copyright therein, shall be the property of the IET. The Board shall have power to release or surrender the rights of the IET in respect of any such paper or the copyright therein. The right of publishing all such papers and the reports of the proceedings and discussions at meetings of the IET or any part thereof shall be reserved to the Board, which may give its consent to publication on whatever terms and conditions it may consider appropriate.	Copyright So far as practicable every paper presented to the IET, and accepted for reading, or for publication in full or in abstract, and every paper read at a meeting of the IET or any part thereof, and the copyright therein, shall be the property of the IET. The Board shall have power to release or surrender the rights of the IET in respect of any such paper or the copyright therein. The right of publishing all such papers and the reports of the proceedings and discussions at meetings of the IET or any part thereof shall be reserved to the Board, which may give its consent to publication on whatever terms and conditions it may consider appropriate. Not used.	Amendment to remove the requirement to control the copyright of the IET's publications as this is no longer practicable.
99.	All persons referred to in Bye-law 94 and the Chief Executive and Secretary and the other employees of the IET shall be indemnified out of the funds and property of the IET from and against all costs, 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.	All persons referred to in Bye-law 94 <u>98</u> and the Chief Executive and Secretary and the other employees of the IET shall be indemnified out of the funds and property of the IET from and against all 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.	Amendment to correct a cross-reference.
104.	Until the Effective Date, the provisions of the Bye-laws of the Institution in force immediately prior to the coming into force of these Bye-laws (the "Old Bye-laws") shall be deemed to form part of these Bye-laws save that, in the case of any inconsistency between the Old Bye-laws and these Bye-laws, the Old Bye-laws shall prevail, except	Until the Effective Date, the provisions of the Bye-laws of the Institution in force immediately prior to the coming into force of these Bye-laws (the "Old Bye-laws") shall be deemed to form part of these Bye-laws save that, in the case of any inconsistency between the Old Bye-laws and these Bye-laws, the Old Bye-laws shall prevail, except	The deletion of Bye-laws 54 and 55 removes the need for this Bye-law on "transitional provisions". These Bye-laws were inserted as transitional provisions for a now elapsed time period.

	<p>for any provisions governing elections for or appointments to positions on the Board commencing on or after the Effective Date, in which case the provisions of these Bye-laws shall prevail. In the case of any ambiguity in the interpretation of this Bye-law, the Board shall make the final determination.</p>	<p>for any provisions governing elections for or appointments to positions on the Board commencing on or after the Effective Date, in which case the provisions of these Bye laws shall prevail. In the case of any ambiguity in the interpretation of this Bye law, the Board shall make the final determination.</p>	
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