

PROPOSED CHANGES TO THE IET’S CHARTER AND BYE-LAWS 2026

Please note that the following two tables relate separately to the changes proposed to (1) the IET Charter and (2) the IET’s Bye-laws.

PROPOSED CHANGES TO THE ROYAL CHARTER

Notes: References in the first column are to Article number in the *current* Charter.
Where a paragraph contains minor changes, these have been shown in the 'proposed amendment' column with the changed words marked in italics. In cases where text has been removed, this may also have been italicized in the Previous Wording column. This is for ease of reading, and the italics will not be retained in the final document. This approach has not been applied where changes are more extensive.

Preamble and Contents				
Reference (existing)	Subject of Amend / Previous Wording	Proposed Amendment	Reason	Reference (new)
Front page		Document date to be updated.	The dates that the amendments were approved by the Membership, and the date the revised documents are accepted by His Majesty, will be added to the list of amendments in the preamble, which will be retained in Archives. The date that the amendments receive Royal Asset will appear on the front of the document.	Front page
Contents		Remove reference to the Petition. Re-number references.	See next item. The page numbers will need to be updated when amends are approved, and the format can be finalised. See also index at end of document.	Contents
Petition		Remove the Petition in its entirety.	The Petition is a historical document, and it is unusual for this to be retained in this format. It is retained in the Archives and will be removed from here for ease of reading, especially in support of assistive technologies.	N/A

Royal Charter

Article (existing)	Subject of Amend / Previous Wording	Proposed Amendment	Reason	Article (new)
2 (definitions)		'Board Member' means a member of the Board of Trustees.	Adding definition previously missing. Throughout both documents, previous usage was 'member of the Board' and this has been replaced with 'Board Member' to modernise terminology and for ease of reading.	2 (definitions)
2 (definitions)	'the Council' means the Council for the time being.	Remove definition.	There will no longer be a Council.	2 (definitions)
2 (definitions)		'Connected Person' means the Council for the time being, in relation to any Board Member: (a) their spouse, civil partner or a person living with them as their partner; (b) their child, step-child, parent, grandparent, grandchild, brother or sister; (c) any institution, company or other body in which that Board Member or any person referred to in (a) or (b) has a substantial interest; and (d) any employee, business partner or professional adviser of the IET that Board Member.	Adding definition previously missing. This definition is in line with Charity Commission guidance and aligns both Charter and Bye-laws documents.	2 (definitions)
4(b)	to employ and dismiss <i>officers and</i> staff, to remunerate them and to provide retirement, death, disability, ill health or other benefits for them, their families, dependants and others;	to employ and dismiss staff, to remunerate them and to provide retirement, death, disability, ill health or other benefits for them, their families, dependants and others;	Removing reference to 'officers' as this term is outdated and will no longer be used either in respect of Trustee roles or for staff.	4(b)
5	The income and property of the IET shall only be applied to promote the objects. Except as provided in <i>the</i> 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	The income and property of the IET shall only be applied to promote the objects. Except as provided in <i>this our</i> 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:	Applying consistency in terminology.	5

	prevent any payment in good faith by the IET of:			
5(b)	the employment and remuneration of any member as a salaried <i>officer</i> of the IET;	the employment and remuneration of any member as a salaried <i>employee</i> of the IET;	As above, use of 'officer' is outdated, so adopting more modern terminology for ease of reading.	5(b)
5(j)	any payment to a member who is also a <i>member of the</i> Board of Trustees which is permitted under the Charter and Bye-laws.	any payment to a member who is also a <i>Board Member</i> which is permitted under the Charter and Bye-laws.	As previously covered, replacing 'member of the Board' with 'Board Member'.	5(j)
5A	A member of the Board:	A Board Member:	As previously covered, replacing 'member of the Board' with 'Board Member'.	5A
5B	Unless the benefit or payment is permitted under Article 5C of this Our Charter, no <i>member of the</i> Board of Trustees or Connected Person may:	Unless the benefit or payment is permitted under Article 5C of this Our Charter, no <i>Board Member</i> or Connected Person may:	As previously covered, replacing 'member of the Board' with 'Board Member'.	5B
5C	A <i>member of The</i> Board or a Connected Person may: (a) receive a benefit from the IET in the capacity of a beneficiary of the IET, <i>provided that a majority of the Board of Trustees do not benefit in this way</i>; (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the IET where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011, as those sections are amended, extended or re-enacted from time to time; (c) subject to Article 5D of this Our Charter, enter into a contract for the supply of goods to the IET that are not	The <i>Board of Trustees shall perform their duties as charity trustees gratuitously. A Board Member</i> or a Connected Person may: (a) receive a benefit from the IET in the capacity of a beneficiary of the IET; (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the IET where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011, as those sections are amended, extended or re-enacted from time to time; (c) subject to Article 5D of this Our Charter, enter into a contract for the supply of goods to the IET that are not supplied in connection with services provided to the IET by the <i>Board Member</i> or Connected Person;	Clarification that Trustees will not be remunerated for their duties. (This is moved here from clause 57 of the Bye-laws.) Amending 'member of the Board' to 'Board Member'. Removing the provision relating to the majority of Board Members not benefiting as the majority of the Board Members will be members, and therefore beneficiaries of the IET. Generally, adapting articles in line with modern guidance and principles, and to align with updated definition of Connected Persons.	5C

	supplied in connection with services provided to the IET by the <i>member of the</i> Board of Trustees or Connected Person;			
5D (a) and (b)	(a) the amount or maximum amount of the payment for the goods: (i) is set out in an agreement in writing between the IET and the <i>member of the</i> Board of Trustees or Connected Person supplying the goods (the ‘Supplier’) under which the Supplier is to supply the goods in question to the IET; and (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question; (b) the other members of the Board of Trustees are satisfied that it is in the best interests of the IET to contract with the Supplier rather than someone who is not a <i>member of the</i> 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	(a) the amount or maximum amount of the payment for the goods: (i) is set out in an agreement in writing between the IET and the <i>Board Member</i> or Connected Person supplying the goods (the ‘Supplier’) under which the Supplier is to supply the goods in question to the IET; and (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question; (b) the other members of the Board of Trustees are satisfied that it is in the best interests of the IET to contract with the Supplier rather than someone who is not a <i>Board Member</i> 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 <i>Board Member</i> or Connected Person against the disadvantages of doing so;	As previously covered, replacing 'member of the Board' with 'Board Member'.	5D (a) and (b)

	of contracting with a <i>member of the</i> Board of Trustees or Connected Person against the disadvantages of doing so;			
8	The IET shall have such Officers with such functions, tenure and terms of office as the Bye-laws shall prescribe.	Removing Article in its entirety.	Removing reference to 'officers' as this term is outdated and unnecessary and will no longer be used.	N/A
9A	There shall be a Council which shall debate the future direction and strategy of the IET and advise and collaborate with the Board of Trustees accordingly and shall have such other rights, duties and responsibilities as are prescribed in this Our Charter and the Bye-laws and Regulations of the IET. The Council shall consist of such number of members with such qualifications and shall be elected or constituted in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Bye-laws prescribe.	Remove this Article in its entirety.	As the proposal is to remove Council, this Article will need to be removed. The Board of Trustees already has the power to establish (and disestablish) mechanisms through which to form Committees and other groupings of members to support their decision-making and understand the views of the membership (and other stakeholders).	N/A
10	There shall be a Chief Executive <i>and Secretary</i> of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive <i>and Secretary</i> shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees they shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.	There shall be a Chief Executive <i>Officer</i> of the IET who shall be appointed by the Board of Trustees. Subject to the direction of the Board of Trustees, the Chief Executive <i>Officer</i> shall be responsible to the Board of Trustees for the administration of the IET, and subject to the approval of the Board of Trustees they shall engage, and be responsible to the Board of Trustees for, all persons employed by the IET.	Modernising terminology to a more recognisable current title. The Chief Executive does not perform the role of Secretary to the Board or Company Secretary (specific to the Trading Subsidiaries) more generally, and this terminology is not widely understood by members or the public. It is therefore proposed to change the title to Chief Executive Officer.	9

PROPOSED AMENDMENTS TO THE BYE-LAWS EXPLAINED

Notes: References in the first column are to clause numbers in the *current* Bye-laws, although not provided for the new paragraphs. The extent of changes proposed means that clauses will need to be completely renumbered throughout the documents. References in the final column are as assigned in the clean copy provided for illustration purposes (see Annex B).

Where a paragraph contains minor changes, these have been shown in the 'proposed amendment' column with the changed words marked in italics. In cases where text has been removed, this may also have been italicized in the Previous Wording column. This is for ease of reading, and the italics will not be retained in the final document. This approach has not been applied where changes are more extensive.

Clause (old)	Subject of Amendment / Previous Wording	Proposed Amendment	Reason	Clause (new)
2	The Bye-laws shall be read as supplemental to the Charter and construed accordingly and all words and expressions <i>defined by the Charter shall, if not inconsistent with the subject or context, have the same meanings in the Bye-laws.</i> In case of any inconsistency between the Charter and the Bye-laws, the Charter shall in all cases prevail.	The Bye-laws shall be read as supplemental to the Charter and construed accordingly and all words and expressions <i>in the Bye-laws should have the same meaning as in the Charter.</i> In case of any inconsistency between the Charter and the Bye-laws, the Charter shall in all cases prevail.	Modernising phrasing to a more easily understood form. The meaning does not change.	2
3	'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.	Remove this clause in its entirety.	This clause is unnecessary; it is defined in the introduction to the Charter.	3
3	'the Chief Executive <i>and Secretary</i> ' means the Chief Executive <i>and Secretary</i> of the IET for the time being or any person performing the duties of the Chief Executive <i>and Secretary</i> of the IET.	'the Chief Executive <i>Officer</i> ' means the Chief Executive <i>Officer</i> of the IET for the time being or any person performing the duties of the Chief Executive <i>Officer</i> of the IET.	As above, updating title of Chief Executive and Secretary to Chief Executive Officer.	3
3	'communication' includes a communication comprising sounds or images or both and a communication effecting a payment.	'communication' includes a communication comprising sounds, <i>words</i> or images or both and a communication effecting a payment.	Correcting a previous omission.	3

3	'Conflict' means any situation in which a <i>member of the Board</i> has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the IET or which conflicts or possibly might conflict with that person's duty to act solely in the interests of the IET. 'Conflicted' refers to a situation when a Conflict arises for a <i>member of the Board</i>.	'Conflict' means any situation in which a <i>Board Member</i> has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the IET or which conflicts or possibly might conflict with that person's duty to act solely in the interests of the IET. 'Conflicted' refers to a situation when a Conflict arises for a <i>Board Member</i>.	As previously covered, replacing 'member of the Board' with 'Board Member'.	3
3	'Connected Person' means <i>any person falling within one of the following categories:</i> (a) <i>any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board; or</i> (b) <i>the spouse or civil partner of any person in (a); or</i> (c) <i>any person who carries on business in partnership with a member of the Board or with any person in (a) or (b); or</i> (d) <i>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;</i> (e) <i>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.</i> <i>Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Bye-law.</i>	'Connected Person' means, <i>in relation to any Board Member:</i> (a) <i>their spouse, civil partner or a person living with them as their partner;</i> (b) <i>their child, step-child, parent, grandparent, grandchild, brother or sister;</i> (c) <i>any institution, company or other body in which that Board Member or any person referred to in (a) or (b) has a substantial interest; and</i> (d) <i>any employee, business partner or professional adviser of that Board Member.</i>	Updating this definition to a more modern standard which is also easier to read and interpret. Clarifying that this applies to all Board Members. Removing reference to the relevant legislation as this is unnecessary and could be subject to change.	3
3	'the Council' means the Council for the time being of the IET.	Remove this definition.	As the proposal is to remove Council, this definition would need to be removed.	3
3	'electronic communication' means <i>a communication transmitted (whether from one person to another from one device to another or from a person to a device or vice versa):</i> (a) <i>by means of an electronic communications system (within the meaning of the Electronic Communications</i>	'electronic communication' means <i>any transmission of information in digital or other intangible forms, including those facilitated by assistive technologies.</i> (a) <i>by means of an electronic communications system (within the meaning</i>	Updating this clause to a more modern form, including specifying that this may be facilitated by assistive technologies.	3

	Act 2000); or (b) by other means but while in an electronic form.	of the Electronic Communications Act 2000); or (b) by other means but while in an electronic form.		
3	‘Main Board’ means any committee established by the Board pursuant to Bye law 79 and designated as a Main Board. ‘Main Board Member’ means a person who is a member of a Main Board.	Remove these definitions.	It is proposed that there will no longer be bodies referred to as 'Main Boards', avoiding confusion with the Board of Trustees. All other standing bodies will be Committees. This definition is therefore no longer required.	3
3		'Engineering Council' means the United Kingdom’s regulatory authority for the engineering profession, responsible for maintaining the national register of professionally registered engineers and technicians.	Adding definition previously missing.	3
3		'General Meeting' means any meeting of the members duly convened under these Bye-laws.	Adding definition previously missing.	3
3	‘Officer’ means any of the President, Past President, and Deputy-Presidents and Vice-Presidents.	Remove this definition.	Removing the definition of 'officers' as this term is outdated and will no longer be used.	3
3	‘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. <i>This includes any member who is eligible to use the title:</i> (a) Chartered Engineer and the designation CEng; (b) Incorporated Engineer and the designation IEng; (c) Engineering Technician and the designation EngTech.	‘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.	Removing the specific titles allows for all titles to be assumed to be included, and allows for these to be added to or changed by the Regulator or Registering Body without the need for the IET to amend the Bye-laws each time.	3
3		'Rules of Conduct' means any document, however described, issued by the IET from time to time that prescribes the professional, ethical, or behavioural standards applicable to members.	Adding definition previously missing.	3

4	There shall be <i>five</i> categories of member: Honorary Fellow, Fellow, Member, <i>Associate and Student</i> .	4. There shall be such categories of member as the Board will specify, including but not limited to Honorary Fellow, Fellow and Member. 5. The Board may approve Regulations setting out the terms and conditions of membership, the application process and associated fees and the process relating to transfers between categories of membership.	Removing a specific list of categories of membership allows for these to be amended or added to without the need for an amendment to the Bye-laws each time. The categories of Honorary Fellow, Fellow and Member have been retained as these categories will continue to be required for the foreseeable future. (There is no current intention to change the categories; this is merely a measure to allow such changes to be made cost-effectively if desired in future.) The new clauses allow for the terms and conditions of membership (with associated detail) to be moved to Regulations, so that they can likewise be amended without the need for Bye-law changes.	4 and 5
5	The names of all members shall be entered on the IET register of members. Any change in name shall be reported to the Chief Executive <i>and Secretary</i> in writing, stating the new name.	The names of all members shall be entered on the IET register of members. Any change in name shall be reported to the Chief Executive <i>Officer</i> in writing, stating the new name.	Updating title of Chief Executive and Secretary to Chief Executive Officer.	7
7	All persons admitted to any category shall agree to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.	All persons admitted to any category shall agree to be governed by the Charter, Bye-laws and Regulations of the IET and to advance the objects of the IET.	No change to this clause but it has been moved within the order of clauses.	6
8 to 21	Honorary Fellows 8. The Board shall have power to elect Honorary Fellows, who shall be: (a) Persons distinguished by their work in any engineering discipline falling within the objects and purposes of the IET, or (b) Distinguished persons whom the IET desires to honour for services rendered to the IET or whose association is of benefit to the IET. 9. Honorary Fellows shall be entitled to use the designatory letters HonFIET (Honorary Fellow of the	Clauses removed.	The eligibility and application processes for membership will be moved to Regulations made by the Board. This will allow for them to be updated as necessary without the need for an amendment to the Bye-laws each time.	N/A

Institution of Engineering and Technology).

Fellows

10. Fellows shall have met the requirements for admission as a Member and in addition shall have demonstrated significant individual responsibility, sustained achievement and professionalism in areas relevant to the interests of the IET to a level required by the Board. Fellows shall be entitled to use the designatory letters FIET (Fellow of the Institution of Engineering and Technology).

Members

11. Members shall have achieved a standard of knowledge, understanding and experience, as required by the Board. Members shall be entitled to use the designatory letters MIET (Member of the Institution of Engineering and Technology) or TMIET (Technician Member of the Institution of Engineering and Technology).

Associates

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

Students

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

Applications to become a member or a registered member

14. The terms and conditions, and application and other fees, if any, for admission to any category of membership shall be as determined by the Board. All applicants shall satisfy the IET that they meet the requirements for membership as laid down by the

Board.

15. Applicants for membership in any category shall send to the IET an application in such form as shall be approved by the Board.

16. The assessment of candidates applying to become a registered member shall be by the Board, or by a committee appointed by the Board. Such assessments may be made only by persons who are themselves registered members.

17. Any person whose application for membership in any category or whose application to become a registered member has been refused, shall have the right to be informed of the reasons for the refusal, and may appeal against the refusal to an impartial committee nominated for the purpose by the Board. Notice in writing of such appeal shall be given within 28 days from the date of the decision to refuse the application, together with any fee as determined by the Board. Alternatively, in the case of a refusal of an application to become a registered member, an appeal may be made to the appropriate regulatory or registering body on the grounds either that the processes required by the licences held by the IET were not correctly followed or that the refusal was unreasonable or disproportionate.

18. The Board may make Regulations for the purpose of setting up such an appeal committee, determining its procedures and determining its constitution.

19. The grounds for any appeal shall be properly investigated and adjudicated by the appeal committee, and the appeal shall be conducted fairly and in accordance with natural justice.

20. On reaching a conclusion, the appeal committee shall give reasons for its decision. If the decision is that the appeal be allowed (whether in whole or in part) the committee shall refer the matter back to the Board which shall re consider the application in the light of the reasons given.

	Transfers 21. The transfer of a member from one category of membership to another shall be by the Board. Every candidate for transfer from one category to another category shall be subject to the same requirements as someone applying to join the IET in that category of membership and shall be proposed and supported in the same way.			
22	Diplomas and Certificates Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Member, <i>Fellow or Honorary Fellow</i> a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such certificate or diploma shall remain the property of, and shall on demand be returned to, the IET.	Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue 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 certificate or diploma shall remain the property of, and shall on demand be returned to, the IET.	Removing the specific titles and referring only to the general title of Member ensures this clause is more inclusive and will not need to be changed in the event of future changes in membership categories. (See also the amendment to current clause 4 above.)	9
24 to 27	Annual Subscriptions 24. The <i>annual</i> subscription payable by each person admitted into membership in any category shall be at rates and conditions determined by the Board from time to time. Until admitted, no person shall be entitled to the rights or privileges of membership. 25. <i>The Board shall have the right to withdraw membership of any category from any member whose annual subscription is not paid or who fails to respond to requests for continuing professional development submissions. The terms and conditions for such withdrawal (under Bye-law 14) shall provide for such withdrawal.</i> 26. <i>Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, who may accept that resignation after payment of all the subscriptions due from them, including that for the current year, provided that any member who resigns or whose membership</i>	Subscriptions 11. The subscription payable by each person admitted into membership in any category shall be at rates and conditions determined by the Board from time to time. Until admitted, no person shall be entitled to the rights or privileges of membership. 12. 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 subscription, or arrears of subscription.	Removing the word 'annual' allows for subscriptions to be structured more flexibly, eg monthly, if required. The clauses regarding withdrawal will, as already covered, be moved to Regulations.	11 to 12

	<i>lapses through non-payment of fees or subscriptions after a complaint against them has been lodged with the IET shall be deemed to remain in membership solely for the purpose of dealing with that allegation of improper Professional Conduct until completion of the disciplinary process has been carried out in accordance with the Regulations made under Bye-law 33.</i> 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 <i>annual</i> subscription, or arrears of <i>annual</i> subscription.			
28	Disqualification 28. If any member becomes in the written opinion of a registered medical practitioner who is treating the member, physically or mentally incapable of acting as a member and may remain so for more than three months, the Board may in its discretion terminate or suspend that member's membership. A member whose membership has been so terminated or suspended shall have the right to appeal against the decision to an independent tribunal established by the Board.	Withdrawal 13. The Board shall have the right to withdraw membership of any category from any member whose subscription is not paid or who fails to respond to requests for continuing professional development submissions. The terms and conditions of such withdrawal shall be set out in Regulations. 14. Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive Officer, who may accept that resignation after payment of all the subscriptions due from them, including that for the current year.	Updating clauses relating to the withdrawal of membership, either by the Board or through the member resigning.	13 to 14

29 to 31	Professional Conduct 29. Persons in any category of membership shall at all times uphold the dignity and reputation of their profession, act with respect, dignity, fairness and integrity towards everyone with whom their work is connected, and towards other members and safeguard the public interest in matters of health, safety, the environment and otherwise. 30. Persons in any category of membership shall: (a) maintain their skills and knowledge and comply with the continuing professional development expectation set out by the Board for their category of membership; (b) exercise their professional skill and judgement to the best of their ability; (c) discharge their professional responsibilities with respect, dignity and integrity; (d) encourage the vocational progress of those in their professional charge. 31. For the purposes of satisfying the requirements of Bye-laws 29 and 30, the Board shall make, and periodically review, Regulations setting out a Code of Professional Conduct to be observed by members in any category with regard to their conduct. The Board may publish guidance on the specific conduct which is to be regarded as a breach of the Code of Professional Conduct and/or “improper conduct” under Bye-law 32. In so doing, the Board shall have due regard to the guidance published by the Engineering Council or any successor regulatory body. Members shall comply with the Code of Professional Conduct. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.	Conduct of members and disciplinary powers 15. The Board shall make, and periodically review, Regulations providing for Rules of Conduct (the "Rules of Conduct") to be observed by members in any category with regard to their conduct. The Board may publish guidance on the specific conduct which is to be regarded as a breach of the Rules of Conduct. In making the Rules of Conduct, the Board shall have due regard to any guidance published by the Engineering Council of any successor regulatory body. Members shall comply with the Rules of Conduct. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-laws.	The section on Professional Conduct has been fully reviewed in line with current practice and, as in other sections, to remove elements of detail to the existing Regulations where they can be more swiftly updated to keep pace with changes in evolving practice and member/public expectations regarding appropriateness of disciplinary procedures and sanctions.	15
32 to 33	Disciplinary Powers 32. <i>For the purpose of these Bye-laws ‘improper conduct’ shall mean:</i> <i>(a) the making of any false representation in applying for admission, transfer or readmission to any category of</i>	16. The Board shall make Regulations <i>setting out the disciplinary procedure</i> to deal with any allegation of <i>breach of the Rules of Conduct</i> which may be brought before it and, in doing so, the Board shall have due regard to the guidance published by the	As above. Clause 32 has been deleted and the definition of improper conduct will now be included in the Regulations. A new clause has been added to clarify that members subject to disciplinary	16 - 19

	<i>membership of the IET, or applying to become a registered member, or</i> <i>(b) any breach of the Code of Professional Conduct made under Bye-law 31, or</i> <i>(c) any breach of these Bye-laws (other than those Bye-laws where the Board has identified in Regulations or other document that a process other than that at Bye-law 33 will be followed), or</i> <i>(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.</i> 33. The Board shall make Regulations to deal with any allegation of <i>improper</i> conduct which may be brought before it and, in doing so, the Board shall have due regard to the guidance published by the Engineering Council or a successor regulatory body. All members shall comply with and co-operate with the disciplinary procedure set out in Regulations made under <i>this Bye law</i>; which shall provide for a hearing which complies with the law of natural justice before a panel of members who have no conflict of interest. The member who is the subject of an alleged breach shall be entitled to be represented, have the opportunity to <i>cross-examine witnesses and</i> to call witnesses, and have the right to appeal to an independent tribunal established under Regulations made by the Board. A member who is found to have <i>engaged in improper</i> conduct may be expelled from the IET, suspended from membership of the IET for any period, or subjected to such other sanction(s) as the Board may identify in Regulations made under Bye-law 33. <i>The Board may impose other sanctions.</i> Should such expulsion or suspension result in termination of registration, an appeal may be made to	Engineering Council or a successor regulatory body. 17. All members shall comply with and co-operate with the disciplinary procedure set out in Regulations made under <i>Bye-law 16</i>, 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. <i>At that hearing</i>, the member who is the subject of an alleged breach shall be entitled to be represented; have the opportunity to <i>test the evidence presented</i>; to <i>present evidence</i>; and have the right to appeal to an independent tribunal established under Regulations made by the Board. A member who is found to have <i>breached the Rules of Conduct</i> may be expelled from the IET; suspended from membership of the IET for any period; or subjected to such other sanction(s) as the Board may identify in Regulations made under this Bye-law. 18. Should expulsion or suspension <i>from membership of the IET</i> result in the termination of <i>an individual's</i> registration <i>with a regulatory or registering body</i>, an appeal may be made to the appropriate regulatory or registering body on such grounds as that body permits. 19. <i>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</i>	proceedings will not be allowed to resign or lapse membership whilst these are on-going.	
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	the appropriate regulatory or registering body on such grounds as that body permits.	<i>the allegation relating to the breach of the Rules of Conduct until completion of the disciplinary process has been carried out in accordance with the Regulations made under these Bye-laws. If the deemed member is expelled from membership as a result of the disciplinary process, their deemed membership will allow that to be effective and shown on the record should they ever seek to rejoin the IET.</i>		
35 to 42	Ordinary Meetings 35. The Ordinary Meetings of the IET shall be conducted as prescribed by the Board from time to time. 36. No question shall be discussed, or motion be made, at the Ordinary Meetings relating to the direction and management of the IET. General Meetings 37. The IET in General Meeting shall constitute the highest legislative assembly of the IET. 38. Persons in any category of membership shall be entitled to attend General Meetings. Only Honorary Fellows, Fellows and Members shall be entitled to vote at General Meetings. 38A. In determining attendance at a General Meeting <i>(including at the Annual General Meeting)</i>, 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 <i>(including the Annual General Meeting)</i> if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them. 38B. A person is able to exercise the right to vote at a General Meeting <i>(including the Annual General Meeting)</i> when:	General Meetings 21. The Board may call a General Meeting at any time. 22. <i>The</i> General Meeting shall constitute the highest legislative assembly of the IET. 23. 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. 24. In determining attendance at a 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 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. 25. A person is able to exercise the right to vote at a General Meeting when: (a) that person is able to vote, during the meeting, on resolutions put to the vote at the	Removing references to Ordinary Meeting whilst retaining the more generally understood term General Meeting. Removing references to Annual General Meeting as it is proposed to remove the requirement for these (see original clause 52 below. Re-ordering the clauses, plus other minor amends to update the wording to current standards.	21 to 28

	(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting. 39. <i>A General Meeting may be called at any time by the Board.</i> 40. The Board shall at all times call a General Meeting on a requisition in writing of 0.5% of the Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 0.5% of the Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted. 41. At least 14 days' notice shall be given to all members of all General Meetings. The notice shall specify the business to be transacted, and no other business shall be transacted at these meetings. The accidental omission to give notice of a meeting to any member shall not invalidate the meeting. 42. No report of the proceedings at any General Meeting of the IET shall be taken or published except with the consent of the Board previously obtained.	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. 26. The Board shall at all times call a General Meeting on a requisition in writing of 0.5% of the Honorary Fellows, Fellows or Members for the purpose of revoking or amending any Bye-laws of the IET, specifying the revocations and amendments proposed by them; or on a requisition in writing of 0.5% of the Honorary Fellows, Fellows or Members for any other purpose relating to the direction and management of the affairs of the IET, specifying the general nature of the business to be transacted. 27. At least 14 <i>clear calendar</i> days' notice shall be given to all members of all General Meetings. The notice shall specify the business to be transacted, and no other business shall be transacted at these meetings. The accidental omission to give notice of a meeting to any member shall not invalidate the meeting. 28. 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.		
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43 to 50	Proceedings at General Meetings 43. The President shall preside at all General Meetings of the IET, when present; in the absence of the President, <i>a past President, a Deputy-President, a Vice President, or, if none be present, another member of the Board</i> present shall preside. 44. Votes may be given at any General Meeting either personally or by proxy unless otherwise provided. On a show of hands every person present in person and entitled to vote at such meeting shall have one vote. In a case where a poll is demanded in accordance with Bye-law 49 every person present in person or by proxy and entitled to vote at such meeting shall have one vote. 45. No person shall be appointed a proxy to vote at any meeting who is not entitled in their own right to vote at such meeting. 46. The instrument appointing a proxy shall be in a form prescribed by the Board from time to time. 47. The instrument appointing a proxy (or a copy thereof delivered by means of electronic communication) shall be received by the office of the IET not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date. 48. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless written information of the death or revocation had been received by the IET before the vote was taken. 49. A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place and/or electronic means of attendance as directed by the chairperson. The fact that a poll has been demanded	Proceedings at General Meetings 29. The President shall preside at all General Meetings of the IET, when present; in the absence of the President, another <i>Board Member</i> present shall preside. 30. <i>A General Meeting may be held:</i> <i>(a) at one or more physical locations;</i> <i>(b) as a hybrid meeting enabling Members to attend, speak and vote either in person or by electronic means; or</i> <i>(c) as a virtual-only meeting conducted by electronic means.</i> 31. <i>The notice of meeting shall specify the arrangements for attendance, participation and voting, including any electronic platform to be used and any requirements as to identification and security.</i> 32. <i>A Member attending by electronic means is treated as present in person for quorum and voting, and must be afforded a reasonable opportunity to see and/or hear the proceedings, speak (including to ask questions) and may vote in real time.</i> 33. <i>The Board may make Regulations for the conduct of hybrid and virtual meetings, including verification of entitlement to attend, security of electronic communication, the submission of questions, and procedures in the event of a failure of technology.</i> 34. <i>The Chair's decision on matters of conduct, quorum and adjournment - including any interruption or failure of the electronic facilities - is final, provided that the Chair uses all reasonable endeavours to ensure Members can exercise their rights fairly.</i> 35. Votes may be given at any General Meeting either personally or by proxy unless otherwise	Updating reference to 'Board Member'. Adding clauses (new 30 to 32) to provide for fully virtual or hybrid General Meetings and providing for the Board to make Regulations on how these should be conducted (new clauses 33 and 34). Making it clear that the Chair has a final decision on conduct of meetings. Updating Bye-law cross-references. Clarifying clause 50 (41) regarding the Chair's casting vote.	29 to 41
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	shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn. 50. In the case of an equality of votes the chairperson of the meeting shall <i>on a show of hands and at a poll</i> have a casting vote in addition to a <i>personal</i> vote.	provided. On a show of hands every person present in person and entitled to vote at such meeting shall have one vote. In a case where a poll is demanded in accordance with Bye-law 40 every person present in person or by proxy and entitled to vote at such meeting shall have one vote. 36. No person shall be appointed a proxy to vote at any meeting who is not entitled in their own right to vote at such meeting. 37. The instrument appointing a proxy shall be in a form prescribed by the Board from time to time. 38. The instrument appointing a proxy (or a copy thereof delivered by means of electronic communication) shall be received by the office of the IET not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date. 39. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless written information of the death or revocation had been received by the IET before the vote was taken. 40. A poll may be demanded by the chairperson of any General Meeting or by any ten members present at the meeting and entitled to vote. If so demanded the poll shall be taken in such manner, time and place and/or electronic means of attendance as directed by the chairperson. The fact that a poll has been demanded shall not prevent the continuance of the meeting for the transaction		
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		of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn. 41. In the <i>event</i> of an equality of votes, the chairperson of the meeting shall have a casting vote in addition to <i>their own</i> vote, <i>whether on a show of hands or on a poll</i>.		
52 to 53	Annual General Meetings 52. The IET shall in each year hold a General Meeting as its Annual General Meeting. 53. The Annual General Meeting shall be held at such time and place and/or electronic means of attendance as the Board shall approve and advance notice of such Annual General Meeting shall be given to all members of the IET. The Annual General Meeting shall be held no later than 30th September in each year. The business of the Annual General Meeting shall be to receive and consider the annual report of the Board and the accounts of the IET for the past year and to appoint auditors and to receive an annual report from Council. No other business shall be considered unless specified in the notice convening the meeting.	Conference of members 43. The Board may choose to hold a conference of members at such time and place and/or electronic means of attendance as the Board shall approve and advance notice of any such conference shall be given to all members of the IET.	Removing the requirement to hold an Annual General Meeting (AGM), whilst retaining mention of such. Whilst the Institution wishes to continue engaging with and reporting to Members through this route, removing the requirement to convene one provides flexibility for the Board in how it wishes to do so. The term 'Conference of Members' has been adopted to avoid confusion.	43
54 to 55	54. Not used. 55. Not used.	Remove these placeholders.	Removing unused clause numbers.	
56 to 75	Board of Trustees 56. The Board shall <i>consist of</i>: the President; two Deputy-Presidents; <i>six Vice-Presidents</i>; six ordinary members; the Past President (subject to Bye-law 66): <i>of whom at least two Trustees must be aged less than 36 years at the commencement of their period of office and, if such persons are not also resident outside the United Kingdom, at least one other Trustee shall be resident outside the United Kingdom at such time</i>; and	Board of Trustees 44. <i>The Board shall usually include, but will not be limited to:</i> <i>the President;</i> <i>two Deputy-Presidents;</i> <i>the Past President;</i> <i>six trustees, of whom one may be the Honorary Treasurer;</i> and any person(s) co-opted to the Board. 45. <i>The minimum number of Board Members shall be seven but shall not be subject to any</i>	The Taskforce considered the size and constitution of the Board, agreeing that all the requirements be moved to Regulations, aside from the lower limit on the size of the Board, such that the Board can decide on the size it requires at any given time. This is common practice providing freedom to adapt the Board's size and composition to changing needs. In discussion, the Taskforce suggested a size between 10 and 13 as the most appropriate.	44 to 49

any person(s) co-opted to the Board pursuant to Bye-law 67.

57. The office of a member of the Board shall be honorary and without remuneration.

58. Any question of doubt or difficulty as to eligibility for, or retirement from, membership of the Board shall be decided by the Board.

59. No member who is an employee of the IET or prohibited by law from being a charity trustee shall be eligible to be a member of the Board.

60. Unless stated to the contrary, in relation to any period of office, a year is the time between 1st October and 30th September next.

The President

61. The President shall be appointed annually by the Board. Those eligible to be appointed shall be serving or former Deputy-Presidents or serving or former Vice-Presidents. The President shall be eligible for re-appointment provided that, subject to Bye-law 72, no person shall hold the office of President for more than three years in succession.

The Deputy-Presidents

62. The Deputy-Presidents shall be appointed by the Board of Trustees, from amongst the current and previous Vice-Presidents. Those eligible to be appointed shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. A Deputy President shall hold office for two years, and shall be eligible for re-appointment for one subsequent term. Subject to Bye-law 72, no person shall hold the office of Deputy-President for more than four years in all.

maximum.

46. The Board may make and vary such Regulations and impose such terms and conditions in relation to periods of office, eligibility, co-opted Trustees, and the roles of President and Deputy President as it may from time to time think fit.

47. The Board of Trustees *may appoint* a Trustee as Honorary Treasurer. The duties of the Honorary Treasurer shall be as set out in the Regulations.

48. At the commencement of each session, the Past President shall assume the office of Trustee for one year. If the President has been reappointed as President, or the Past President is unable or unwilling to hold the office of Trustee, the Past President position on the Board shall remain vacant for that year.

49. The Board Members shall be elected in accordance with Regulations and the Board may make and vary such Regulations for this purpose.

Whilst there remains an intention to include younger professional and non-UK representation, setting specific limits here might restrict the Board's composition inappropriately. These requirements are being retained in the elected Members' Assembly where it will form part of the pipeline for future Trustees.

The present draft continues to include a description of the composition of the Board, with the phrase 'shall usually include:' and reflects the lowest of the sizes suggested (as above). This may be adjusted once the Board has reached a decision.

The Taskforce also discussed retention of the office of Vice President with mixed views noting that it can be seen to apply in a bigger Board, but it is possible that having '2 tiers' reduces teamwork. There is no specified role for Vice President and, with the removal of the term 'officers' proposed from elsewhere in these documents, it has no other purpose in these documents.

The Vice-Presidents

63. The Vice-Presidents shall be elected in accordance with Bye-laws 69 to 71. Those eligible to be elected shall be Honorary Fellows and Fellows and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified. At least one Vice-President elected each year shall be a current or past Trustee, or a current member of Council, or have been a member of Council or a Main Board Member in the previous three years. Vice-Presidents shall hold office for three years, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 72, no person shall hold the office of Vice-President for more than six years in all.

Ordinary members of the Board

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

(b) No person shall be eligible to be an ordinary member of the Board unless that person is an Honorary Fellow, Fellow or Member and unless that person is also a current or past Trustee, or a current member of Council or has been a member of Council or a Main Board Member in the previous three years and, unless the Board resolves to the contrary in any particular case, has been active within the IET and is a registered member or is similarly qualified.

(c) An ordinary member of the Board shall hold office for three years or such lesser term as determined at the time of their election, and shall be eligible for re-election for one subsequent term. Subject to Bye-law 68 no person shall hold the office of ordinary member of the Board for more than six years in all.

Past President

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

66. If the President has been reappointed as President in accordance with Bye law 61, or the Past President is unable or unwilling to hold the office of Trustee, the Past President position on the Board shall remain vacant for that year.

Co-option

67. The Board of Trustees may co-opt up to two persons to the Board. Those eligible to be appointed to the Board in accordance with this Bye-law shall be any persons with, in the reasonable opinion of the Board, the appropriate skills and experience for the role. The requirements of Bye-laws 64(b) and 73(d) that members of the Board must be Honorary Fellows, Fellows or Members does not apply to those co-opted. A co-opted Trustee shall hold office until the end of the session in which such Trustee was appointed, and shall be eligible for re-appointment as a Trustee in accordance with this Bye law provided that, subject to Bye-law 72, no person shall be a co-opted Trustee for more than two years in all.

Honorary Treasurer

68. Annually the Board of Trustees shall appoint a Trustee as Honorary Treasurer. The duties of the Honorary Treasurer shall be as set out in the Regulations.

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

69. (a) In each session of the IET, the Board shall

following wide consultation, including with the Chairperson of Council, nominate eligible persons as candidates for election to fill the vacancies which will arise on 1st October next for Vice-President and ordinary membership of the Board. Not later than 21st May the Chief Executive and Secretary shall send to each member of the IET, entitled to vote, a list of the candidates nominated.

(b) Members may nominate additional eligible candidates for election to fill the vacancies specified in Bye-law 69(a). The name of each candidate must be supported by ten persons, each of whom shall be an Honorary Fellow, Fellow or Member. No person may support more than one candidate for each category of vacancy. Each nomination must be delivered in writing to the Chief Executive and Secretary not later than 28 days after the publication of the list of candidates, with the nominee's written consent to stand for election and to accept office if elected. Trustees may only support candidates which have been nominated by the Board under Bye-law 69(a).

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

70. (a) Not later than 1st July each year, or such later date as the Board may determine, the Board shall send to each member entitled to vote a ballot paper, which may be in electronic form, containing the names of all candidates duly nominated to fill any forthcoming vacancies for Vice-President or ordinary membership of the Board. The form and content of ballot papers shall otherwise be such as the Board shall prescribe.

(b) If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected and no ballot papers shall be sent and no ballot of members shall be required.

(c) The persons elected shall take office on 1st October next following the election.

(d) The Board may make, vary and rescind Regulations governing the conduct of the ballot provided that such Regulations are not inconsistent in any way with the provisions of the Charter and these Bye-laws.

(e) The result of the ballot shall be published. Details of the votes cast and the calculation sheets shall be published on the IET website.

71. If a person elected in accordance with Bye-law 70 should die or cease to be eligible to hold office before 1st October next, the Board shall appoint a duly qualified person to fill that vacancy, and the person so appointed shall serve as if duly elected.

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

72. Save in respect of the Past President (in respect of whom Bye-law 66 shall apply), the Officers and ordinary members of the Board whose terms of office would otherwise expire on the 30th September shall in all cases continue in office until others are elected or, in the case of the President and Deputy President appointed, in their place.

73. An Officer or an ordinary member of the Board shall cease to hold office if such person:

(a) becomes incapable in the written opinion of a registered medical practitioner who is treating that person, physically or mentally of acting as a member of the Board and may remain so for more than three months; or

(b) shall be prohibited by law from being a company director or disqualified by law from being a charity trustee;

(c) or resigns office by written notice to the Chief Executive and Secretary; or

	(d) ceases to be an Honorary Fellow, a Fellow or a Member; or (e) is absent without leave of the Board from more than half the meetings of the Board held in any session, and the Board resolves that the Officer or ordinary member shall cease to hold office; or (f) is removed from office by a resolution passed at a General Meeting by a majority of not less than two-thirds of the Honorary Fellows, Fellows and Members present in person or by proxy and voting; or (g) becomes an employee of the IET. 74. Should a vacancy be created in the membership of the Board, other than that arising under Bye-laws 61 to 64, the remaining members of the Board shall if practicable appoint an eligible person to fill the vacancy for a period limited to the remainder of the term that would have been served by the member who leaves office. A period of service so limited shall not count towards any maximum period of office specified in Bye-laws 61 to 64. 75. 75. If there are fewer than eight but more than two members of the Board, the Board may meet but only for the purpose of filling casual vacancies in the Officers or in the ordinary members of the Board. If through any cause, the number of members of the Board should be less than three, the appointment of persons to fill vacancies in the Board under Bye-laws 71 and 74 shall be made by resolution passed at a General Meeting.			
78	The quorum for the transaction of business of the Board shall be <i>eight or one more than half of its number</i>, whichever is the greater.	The quorum shall be <i>five or the number nearest to half of the Board</i>, whichever is the greater, <i>or such larger number as may be decided from time to time by the Board</i>. A Board Member shall not be counted in the quorum present when any decision is made about a matter upon which that Board Member is not entitled to vote.	Updating the quorum to reflect the change in number of Board Members (and a further adjustment can be considered once a decision has been reached on the usual size of the Board (see above)). Clarifying that Board Members are not counted as part of the quorum where they are excluded for some reason, eg where	52

			they have a conflict of interest on a particular matter.	
85	<i>The financial year of the IET shall end on the 31st December; and the accounts of the IET, complying with such requirements as to their form and content as may be prescribed by regulation made by the Secretary of State, shall be prepared each year to that date, and having been approved by the Board and examined and found to be correct by an auditor or auditors, shall be laid before the next Annual General Meeting.</i>	The accounts of the IET, complying with such requirements as to their form and content as may be prescribed by Regulation, shall be prepared annually.	Removing a specific date for the financial year means that this can be changed if needed. Whilst there is no intention to change the date at this time, it is unusual for this to be specified in such documents, and the opportunity is being taken to remove any potential barriers to swift adoption of new ways of working that may, in future, arise. Reference to 'regulation made by the Secretary of State' is unnecessary and has been removed in favour of a simpler statement It is proposed to remove the requirement for an Annual General Meeting, requiring that reference to such is also removed here.	59
86	The appointment, powers and duties of the auditor shall be regulated as far as possible, and with the necessary modifications, in accordance with the Companies Act 2006 or any statutory modification thereof for the time being in force.	The accounts of the IET shall be audited annually. The Board shall appoint an independent registered auditor for this purpose and shall also decide their remuneration. Audited accounts will be made available to the members.	Updating this clause in line with current practice and removing reference to legislation as this is unnecessary. The meaning has not changed. This clarifies that accounts will be made accessible to members.	60
87	The Board shall pay to the Chief Executive and Secretary and to all persons employed under the Chief Executive and Secretary such salaries, wages, or remuneration as the Board shall from time to time think proper, and the Board shall make such provision for and grant such pensions to them after their retirement from the service of the IET as the Board may think proper.	Remove this clause entirely.	This clause is unnecessary and outdated as the powers contained here already exist under law.	N/A
89A to 89G	Conflicts of Interest 89A. <i>A member of the Board</i> 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	Conflicts of Interest 63. <i>A Board Member</i> 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	As previously covered, replacing 'member of the Board' with 'Board Member'.	63 to 69

nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the IET or in any transaction or arrangement entered into by the IET which has not previously been declared.

89B. A *member of the Board* who is or becomes Conflicted in relation to any matter to be discussed by the Board must:

(a) absent themselves from those discussions, unless the unconflicted members of the Board invite the Conflicted *member of the Board* to remain in order to provide information to assist them in their discussions; and

(b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board, and shall not be counted in the quorum for that part of the discussion.

89C. A *member of the Board*, notwithstanding their office or that such situation or interest may conflict with the interests of or their duties to the IET, may:

(a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and

(b) make full disclosure of any information relating to the IET to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Board, and a *member of the Board* who has an interest under this Bye-law will declare to the Board the nature and extent of their interest as soon as practicable after such interest arises.

89D. If a Conflict arises for a *member of the Board* because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Charter or the Bye-laws, the unconflicted members of the Board may authorise that Conflict where the following

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.

64. A *Board Member* who is or becomes Conflicted in relation to any matter to be discussed by the Board must:

(a) absent themselves from those discussions, unless the unconflicted members of the Board invite the Conflicted *Board Member* to remain in order to provide information to assist them in their discussions; and

(b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board, and shall not be counted in the quorum for that part of the discussion.

65. A *Board Member*, notwithstanding their office or that such situation or interest may conflict with the interests of or their duties to the IET, may:

(a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and

(b) make full disclosure of any information relating to the IET to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Board, and a *Board Member* 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.

66. If a Conflict arises for

conditions apply:

(a) the Conflicted *member of the Board* is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the Conflicted *member of the Board* does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;

(c) the unconflicted *members of the Board* consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and

(d) the Conflict does not involve a direct or indirect benefit of any nature to a *member of the Board* or to a Connected Person.

89E. Any authorisation of a Conflict under Bye-law 89D:

(a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

(b) may impose upon the Conflicted i such other terms for the purposes of dealing with the Conflict as the unconflicted members of the Board think fit; and

(c) may provide that, where the Conflicted *member of the Board* obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a *member of the Board*) information that is confidential to a third party, they shall not be obliged to disclose that information to the IET, or to use it in relation to the IET's affairs where to do so would amount to a breach of that confidence.

89F. Where the unconflicted members of the Board authorise a Conflict under Bye law 89D, the Conflicted *member of the Board* shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the unconflicted members of the Board in relation to the Conflict.

89G. The Trustees may revoke or vary any authorisation

a *Board Member* because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Charter or the Bye-laws, the unconflicted members of the Board may authorise that Conflict where the following conditions apply:

(a) the Conflicted *Board Member* is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the Conflicted *Board Member* does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;

(c) the unconflicted *Board Members* consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and

(d) the Conflict does not involve a direct or indirect benefit of any nature to a *Board Member* or to a Connected Person.

67. Any authorisation of a Conflict under Bye-law 66:

(a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

(b) may impose upon the Conflicted *Board Member* such other terms for the purposes of dealing with the Conflict as the unconflicted members of the Board think fit; and

(c) may provide that, where the Conflicted *Board Member* obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a *Board Member*) information that

	given under Bye-law 89D at any time, but this shall not affect anything done by the Conflicted <i>member of the Board</i> prior to such revocation or variation in accordance with the terms of such authorisation.	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. 68. Where the unconflicted <i>Board Members</i> authorise a Conflict under Bye-law 66, the Conflicted <i>Board Member</i> shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the unconflicted <i>Board Members</i> in relation to the Conflict. 69. The Trustees may revoke or vary any authorisation given under Bye-law 67 at any time, but this shall not affect anything done by the Conflicted <u>Board Member</u> prior to such revocation or variation in accordance with the terms of such authorisation.		
90 to 97	Council 90. The composition of Council and the method of appointment and election of its members shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the IET eligible to vote and voting at a General Meeting. The manner in which the proceedings and other business of the Council are conducted shall be governed by Regulations which may only be altered by the Board with the consent of a majority of the members of the Council eligible to vote and voting at a meeting of Council. 91. The Council shall have the right and responsibility: (a) of tendering advice to the Board of Trustees concerning the conduct of the IET's affairs generally, including its direction and strategy, and on any other matters referred to it by the Board of Trustees; (b) of communicating views that are representative of the range of views of members of the IET on these and	Remove these clauses in their entirety.	As the proposal is to remove Council, these clauses are no longer required.	N/A

	other matters to the Board of Trustees; (c) of monitoring the governance of the IET and promoting a culture of continuous improvement. 92. The Board of Trustees shall consider the strategic advice and guidance of Council, and explain to Council how this advice will be taken into account. If the Board of Trustees does not accept the advice of Council it will inform Council and, provided time permits, discuss the matter further with Council before implementing its decisions. 93. Council shall receive regular reports from the Board of Trustees including minutes of the Board meetings, but excluding matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis. 94. The Council shall be advised annually of the terms of reference and composition of all boards and committees of the IET and have access to minutes of their meetings, but excluding matters of personal or commercial sensitivity. Any such excluded matters will be made available to the Chairperson and Deputy Chairperson of Council on a confidential basis. 95. The Chairperson and Deputy Chairperson of Council shall be elected before the first meeting of the session as set out in the Regulations. In the absence of the Chairperson and Deputy Chairperson of Council, a meeting of Council will be chaired by one of its number elected at that meeting. Meetings of Council 96. The frequency and conduct of meetings shall be as decided by the Council from time to time. 97. Not used.			
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98 to 99	Indemnity 98. All members of the Board and all members of any board, committee, panel or other body appointed pursuant to these Bye-laws or otherwise by or with the approval of the Board for the purposes of the IET shall be accountable in respect of their own acts only, and shall not be accountable for any acts done or authorised to which they shall not have expressly assented. No members of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by them, other than through their own wilful act or default. 99. All persons referred to in Bye-law 98 and the Chief Executive and Secretary and the other employees of the IET shall be indemnified out of the funds and property of the IET from and against all costs, charges, damages and expenses whatsoever which they shall sustain by reason of their respectively accepting office or acting properly in execution of the duties or power imposed upon or given to them by the Charter or under or by virtue of the Bye-laws of the IET.	70. The IET shall indemnify Trustees, and members of any committees or bodies operating under the authority of the Board against any liability incurred by them in the proper execution of their duties or in the exercise of their powers on behalf of the IET, provided that such indemnity shall not extend to any liability arising from fraud, dishonesty, wilful misconduct, or breach of trust or as otherwise not permitted by law.	This revised wording simplifies and consolidates the existing indemnity provisions into a single, clearer clause. It improves readability, aligns with current governance practice, and clearly sets out the limits of the indemnity, without changing the overall intent. Staff continue to be indemnified through usual contractual obligations where they act under instruction.	70
100	Common Seal The Board shall provide a common seal of the IET, and make rules for its safe custody and use.	Execution of Documents 71. The Board shall ensure the proper execution of documents as permitted by law. 72. The Board shall provide a common seal of the IET, and make rules for its safe custody and use.	The Institution will retain its seal but proposes adding this new clause to allow for documents to also be executed by modern means (including electronically), making the process more efficient and cost-effective.	71 and 72

101 to 103	Notices 101. Any notice may be served or any communication may be sent by the Board or by the Chief Executive <i>and Secretary</i> upon or to any member <i>either personally, or by sending it prepaid through the post or by using electronic communications, addressed to such person at the address registered in respect of that member in the books of the IET. ‘Address’ in relation to electronic communications includes any number or address for the purpose of such communications.</i> 102. Any notice or other communication, if sent by post, shall be deemed to have been delivered on the seventh day following that on which it was posted; and in proving that it has been sent it shall be sufficient to prove that the notice or communication was properly addressed and posted. 103. Any notice or communication served using electronic communications shall be deemed to have been served at the expiration of 48 hours after the time it was sent and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.	Notices 73. Any notice may be served or any communication may be sent by the Board or by the Chief Executive <i>Officer or on behalf of the IET</i> upon or to any member as <i>prescribed in Regulations.</i>	Transferring the details relating to the serving of Notices to members into Regulations allows for these to be updated in response to changing legislation, good practice or communication tools and preferences, without the need to amend the Bye-laws each time. The change in title of the Chief Executive has also been reflected here.	73
Index			To be updated in line with the relevant new references once amendments have been approved by Members and the Privy Council.	