The Companies Acts, 1948 to 2006

Company Limited by Guarantee

BYE-LAWS

Of

The Institute of Leadership and Management

(Adopted by the Board 23 February 2018)

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BYE-LAW 1: MEMBERSHIP

Introduction

1.1 This Bye-Law sets out:

- the criteria for admission to Voting Membership of the Institute (as required by Article 21)
- the procedure for dealing with applications for membership (as required by Article 21)

The terms used in this Bye-Law shall, unless otherwise defined, have the same meanings as in the Articles of Association.

Criteria

1.2 Companions

- may use the post-nominal letters "CInstLM"

- shall be persons who, in the judgement of the Board, have made a significant contribution to the work of the Institute or to the advancement of leadership and/or management in the workplace or the community.

1.3 Fellows

- may use the post-nominal letters "FInstLM"
- shall be persons who are considered suitable for membership at this level and who have:

  - a leadership and/or management-related qualification at, or equivalent to, RQF Level 7 or above

  or

  - a programme of CPD, approved by the Institute.

  and

  - 7 years leadership and/or management experience with at least 5 years as a senior manager

1.4 Members

- may use the post-nominal letters "MInstLM"
- shall be persons who are considered suitable for membership at this level and who have:

  - a leadership and/or management-related qualification at, or equivalent to, RQF Level 6 or above

  or

  - completed an Institute-approved CPD programme in leadership and management

1.5 Associate Members

- may use the post-nominal letters "AMInstLM"
- shall be persons who are considered suitable for membership at this level and who have:

  - a leadership and/or management-related qualification at, or equivalent to, RQF Level 3 or above

  or

  - Completed an Institute-approved CPD programme in leadership and management

1.6 Affiliates

- may use the post-nominal letters "AInstLM"
- shall be persons who are considered suitable for membership at this level and who:

  - have a leadership and/or management-related qualification at, or equivalent to, NQF Level 2

  or

  - have a minimum of 10 days CPD in leadership and/or management-related subjects within the last 3 years

  or

  - are newly appointed managers with less than 3 years leadership and/or management experience

  or

  - are aspiring managers, provided that evidence of a relevant learning development plan is produced at the time of application.

1.7 Application Procedure

1.7.1 Following a decision by the Board to admit a person as a Companion, the Chair shall notify them. Subject to their formal confirmation that they wish to be admitted as a Companion and to the payment of any subscription fee or other monies due to the Institute, their name shall be entered on the register.

1.7.2 The following provisions apply to admission of all other Voting Members:

a The content of application forms, the nature of any supporting evidence required and the nature and amount of any administration fees payable shall be as approved by the Board.

b Applications for Fellow shall be referred to the Fellowship Panel. In reaching decisions, the Panel and any subsidiary panel appointed by it, shall consult the Head of Membership, who is the senior member of the executive who is responsible for membership admissions, and have regard to any relevant guidelines issued by the Board.

c Applications for Member, Associate Member or Affiliate shall be referred to the Head of Membership for decision as whether an applicant shall be admitted (and if so at what grade). The Head of Membership Admissions may consult the Fellowship Panel in relation to any membership admission matter.

d Applicants shall be notified of the result of their application and, if it is successful, their names shall be entered on the register when payment of any subscription fee or other monies due to the Institute has been received.

e Appeals may be made from any decision in relation to the admission of any person to membership unless that decision was made by the Board. The procedure is as follows:

i the appeal shall be made by notice in writing ("the Notice") to the Head of Membership.

ii appeals relating to Fellowship, following a decision by the Fellowship Panel, shall be referred to two Board members who are not members of the Fellowship Panel or any subsidiary panel appointed by it. Th decision of those Board members shall be final.

iii the persons dealing with the appeal may at their discretion invite any person including the applicant to make representations to them

iv appeal decisions shall be communicated to the applicant by the Head of Membership within four weeks of receipt of the Notice.

f The Fellowship Panel shall consist of three Fellows appointed by the Chief Executive (one of whom must be a Board member). Panel and subsidiary panel proceedings shall be private and their decisions shall be reported to the Head of Membership.

BYE-LAW 2: STUDYING MEMBERSHIP

Introduction

2.1 This Bye-Law sets out:

- the criteria for admission to Studying Membership, which does not carry voting rights (pursuant to Article 24)
- the admission and resignation procedure, the term of membership and the means of communicating with Studying Members (pursuant to Article 50)

The terms used in this Bye-Law shall, unless otherwise defined, have the same meanings as in the Articles of Association.

Criteria

2.2 Every person who is studying towards a qualification within a category approved by the Institute, or who is delivering a qualification within a category approved by the Institute

and

whose email address and/or house number and postcode is held by the Institute

and

who has completed an on-line membership registration form

shall be a Studying Member. No post-nominal letters may be used.

Procedure for admission and resignation

2.3 The following provisions apply to admission of Studying Members:

- The Head of Membership shall, on receipt of a completed membership registration form, enter the applicant on the register as a Studying Member
- Studying Members shall be notified of their admission to membership and asked to supply an email address for the purpose of all further communications with them
- The Head of Membership may consult the Board, or request the Board for a decision (which shall be final), in relation to any Studying Membership admission matter.

2.4 Studying Members may at any time by notice in writing resign as Studying Members, whereupon their names shall be removed from the register.

Term

2.5 A Studying Member who is a candidate for a leadership and/or management qualification in a category approved by the Institute shall be a Studying Member from the date on which s/he is entered on the register for such period as is approved by the Board.

2.6 A Studying Member who falls within any other category shall be a Studying Member for such period as the Board approves.

Communications

2.7 Apart from the notification of entry on the register referred to in section 3 above, the Institute shall communicate with Studying Members solely by Electronic Communications and shall be under no obligation to re-send such communications if they are returned undelivered.

BYE-LAW 3: ELECTION OF DIRECTORS

Introduction

3.1 This Bye-Law sets out the procedure for conducting the election of Elected Directors to the Board and for the election of the Deputy Chair and, if applicable, the Chair.

Nominations

3.2 Notification of the number of vacancies for Elected Directors arising at the next Annual General Meeting shall be sent to Voting Members not less than three months before the Annual General Meeting.

3.3 Nominations for those vacancies shall be invited, to be received by a specified date not less than two months before the Annual General Meeting.

3.4 The Institute shall establish a Nominations Committee which shall consist of the Chief Executive, the Chair and not less than one other member of the Board. The Nominations Committee shall be chaired by the Chair. The procedures of the Nominations Committee shall be determined by the Nominations Committee and in the absence of any such

determination shall be in accordance with the procedures of a committee of the Board. The Nominations Committee shall meet at least annually.

3.5 The Nominations Committee shall be responsible for selecting, from the applications received, those persons who are to be proposed for election as Elected Directors or, if applicable, the Deputy Chair or Chair. The Nominations Committee shall also maintain oversight of the election process and from time to time advise the Board on maintaining the right balance of skills, knowledge and other attributes. The Nominations Committee shall notify each applicant whether or not their application has been approved by the Nominations Committee not less than 7 days before the Annual General Meeting.

3.6 Each nomination shall be accompanied by:

3.6.1 a completed application form in the form approved by the Nominations Committee;

3.6.2 an Election Address from the candidate in a form approved by the Nominations Committee, providing a summary of the contribution which they consider that they can make to the Institute

3.6.3 a declaration signed by the candidate that they are not disqualified from acting as a director, nor prevented by any conflict of interest from discharging the duties of a member of the Board.

Election

3.7 If the number of eligible candidates approved by the Nominations Committee for the role of Elected Director or, if applicable, Deputy Chair or Chair is the same as, or less than, the number of vacancies, all the candidates shall be deemed elected.

3.8 If the number of eligible candidates approved by the Nominations Committee for the role of Elected Director is greater than the number of vacancies:

3.8.1 not less than one month before the Annual General Meeting, the Voting Members shall be sent (in accordance with Article 43 or 44 of the Articles) the candidates' Election Addresses and instructions on how to vote (with a closing date not less than 2 days before the Annual General Meeting).

3.8.2 Voting Members may vote for the same number of candidates as there are vacancies.

3.8.3 the votes shall be counted prior to the Annual General Meeting in accordance with arrangements made by the Nominations Committee.

3.8.4 the candidate with the highest number of votes shall fill the first vacancy, the candidate with the next highest number of votes shall fill the second vacancy and so on until all the vacancies are filled. Where a person is unsuccessful in an election for the post of Deputy Chair, any votes cast for him or her as Deputy Chair shall be counted as votes for his election as an Elected Director and counted accordingly.

3.8.5 if any candidate withdraws from the election at any stage, any votes cast for them shall be ignored.

3.8.6 if two or more candidates receive the same number of votes, they shall rank according to the length of their Voting Membership of the Institute, so that the candidate who has been a Voting Member for the longest period shall rank first, and so on.

3.8.7 if in an election any situation shall arise which is not provided for in the Institute's Articles or Bye-Laws, such action shall be taken as the Chair after consultation with the Chief Executive shall consider appropriate.

3.9 The provisions of paragraph 7 shall apply, with such changes as may be necessary, to the procedures for the election of the Deputy Chair and Chair

3.10 Candidates shall immediately withdraw from election if they cease to be eligible to be a member of the Board, have a bankruptcy order made against them, make any arrangement or composition with their creditors, or become by reason of illness or otherwise incapable of discharging the duties of a member of the Board.

3.11 The Nominations Committee shall prior to the Annual General Meeting inform each candidate whether they have been elected. The names of the new Elected Directors and, if applicable, Deputy Chair or Chair shall be announced by the Chair at the Annual General Meeting and publicised to the Members.

3.12 The new Elected Directors and if applicable, Deputy Chair or Chair, shall take office at the end of the Annual General Meeting.

Management of the election process

3.13 The election process shall be managed by the Nominations Committee who shall make the necessary decisions on the precise timetable for each election.

BYE-LAW 4: FACULTIES

Introduction

4.1 A **"**Faculty**"** is a group of members of the Institute who share a common interest in leadership and management in a particular industry, voluntary or public service sector or within a common profession**.** The terms used in this Bye-Law shall, unless otherwise defined, have the same meanings as in the Articles of Association

Proposal to the Board

4.2 A proposal for a Faculty may be presented to the Board by:

- the Chief Executive (on his/her own initiative or at the request of the Board), or
- a member of the Institute on behalf of at least twenty (20) named proposers each of whom shall be either a member of the Institute or an external body; or
- an external body.

4.3 The proposal shall address the following issues:

- the sector or profession at which the Faculty is aimed
- the aims of the Faculty (and how they fit within the Institute's Objects)
- medium term strategy and measures of success
- objectives for the first year of operation
- membership benefits
- terms of membership
- governance
- the means by which independent sector or profession advice is to be obtained
- administration
- funding
- marketing
- any other matter which the Board may require or the proposer wishes to include

bearing in mind where appropriate the Institute's existing organisation, procedures and activities.

4.4 Where a Faculty is proposed as a joint venture with an external organisation, the proposal shall, in addition to the matters listed in paragraph 4 suggest a name for the Faculty and address:

- the responsibilities of each party
- ownership, licensing and enforcement of intellectual property rights in the Faculty name and any materials produced
- payment and accounting
- the initial period and renewal of it
- the circumstances in which the arrangement can be terminated

Board decision

4.5 The Board shall, at its discretion, either approve the setting up of the proposed Faculty in accordance with the proposal (subject to contract in the case of a proposal made by an external organisation), or request that an amended proposal be presented to them, or reject the proposal.

BYE-LAW 5: ADVISORY GROUPS

Introduction

5.1 This Bye-Law sets out in relation to Advisory Groups (as required by Articles 51.2):

- the parameters of their terms of reference and responsibilities
- the criteria and procedures for the nomination and selection of members
- the conduct of their meetings
- the term of office of their members

Terms of reference and responsibilities

5.2 In the conduct of their functions described in Article 51, the role of Advisory Groups is strategic and advisory in its focus. It is not the role of Advisory Groups to involve themselves in operational matters (which are the responsibility of the Chief Executive overseen by the Board).

5.3 Advisory Groups may be established to provide support and advice to the Institute in the following main areas (together with any specific tasks or focus that the Board or the Chief Executive may from time to time request an Advisory Group to undertake):

5.3.1 Strategic Analysis –analyse and comment on the social, economic, political, demographic, technological, legal, competitor and international factors that have implications for the Institute's business. This includes analysis of the factors affecting Wales, Scotland, Ireland and Northern Ireland as well as the Institute's international activities.

5.3.2 Customer Alignment –analyse and comment on the Institute's strategies and plans to deliver high levels of customer satisfaction and the development of products and services to meet future needs. Customers include Members of the Institute.

5.3.3 Research Programme –provide comment and recommend a research programme designed to position the Institute as the authoritative voice on leadership and management issues in the United Kingdom and internationally.

5.3.4 PR & Corporate Affairs – provide advice on PR strategies and tactics and on developing relationships with key institutional partners and influencers.

5.3.5 Leadership & Management – play the role of "intellectual heavyweight" for the Institute, advising on current leadership and management thinking and also associated areas of enterprise and coaching.

Criteria and procedures for the nomination and selection of members

5.4 The Chief Executive and the Chair and Deputy Chair of the Board, shall appoint the members of the Advisory Groups.

Term of office of members

5.5 The term of office for members of an Advisory Group shall be three (3) years but this may be extended for successive periods if the Board deems it to be in the best interests of the Institute.

5.6 Members of an Advisory Group shall vacate their seat upon the request of that Advisory Group's Chair if they are absent from three (3) or more consecutive meetings without reasonable cause.

Conduct of meetings

5.7 Advisory Groups shall meet as often as they deem necessary and their agenda shall be agreed in advance with the Chief Executive.

5.8 The Advisory Groups' secretariat shall be appointed by the Chief Executive and minutes of its meetings shall be circulated to the Board and the Chief Executive.

BYE-LAW 6: REGULAR MEMBERS

Introduction

6.1 Regular Member, a class of membership which does not carry voting rights. This Bye-Law sets out:

- the criterion for admission
- the admission and resignation procedure and the means of communicating with Regular Members (pursuant to Article 41)

The terms used in this Bye-Law shall, unless otherwise defined, have the same meanings as in the Articles of Association.

Criterion

6.2 Every person who has submitted a satisfactorily completed membership registration form shall be a Regular Member.

Procedure for admission and resignation

6.3 The Head of Membership shall, on receipt of a satisfactorily completed membership registration form, enter the applicant on the register as a Regular Member.

6.4 Regular Members may at any time by notice in writing resign as Regular Members, whereupon their names shall be removed from the register.

6.5 The Head of Membership may consult the Board, or request the Board for a decision (which shall be final), in relation to any Regular Member admission matter.