

IWFM

Bylaws Table 1

Board - Composition, Eligibility and Voting Rights

Position	Maximum number of positions available (15 in total)	Who can stand for position	Who is eligible	Voting rights - Yes/No	Maximum length of service term	Who can vote on this position	Meeting at which election/selection is voted on (secret vote)	Timing of nomination	Timing of voting	Action on vacancy / retirement / resignation part way through term	Can position be put forward for re-election/re-selection	Automatic position following tenure	Highlighted Exclusions
Chair	1	NEDs	An existing elected Non-Executive Board member based on competency	Yes and has casting vote in the event of a tied vote	2 + 1 + 1 upto a maximum of four consecutive years	Board	Board	6 Months or such time considered practical by Company Secretary prior to AGM	6 months or such time considered practical by the Company Secretary prior to the AGM to take office at the AGM	Position to be filled at next Board meeting. New term of office to run to the end of the original term	Yes - Subject to no other candidates wishing to stand for election, the Board can re-appoint for an additional one year, up to two more consecutive terms of one year after which max tenure of four years is reached	No	Cannot hold a Chair or Deputy Chair position on any non-Board committee
Deputy Chair	Up to 2	NEDs	An existing Non-Executive Board member based on competency.	Yes	2 years but can be re-elected	Board	Board	6 Months or such time considered practical by Company Secretary prior to AGM	6 months or such time considered practical by the Company Secretary prior to the AGM to take office at the AGM	Position to be filled at next Board meeting. New term of office to run to the end of the original term	Yes	No	Cannot hold a Chair or Deputy Chair position on any non-Board committee
Elected members	6	A person who is an active member of the Institute and has held an eligible grade of membership for at least 6 months prior to the open date of Nominations	A person who holds a membership grade of; Certified, Fellow or Honorary Fellow	Yes	Term of office is 3 years but can be re-elected for a second term. Subsequent re-election for up to two more terms can only take place after a 2 year gap	A person who holds a grade of; Member, Certified Member, Fellow or Honorary Fellow. OR a Corporate or Group Member Main or Pimray contact	AGM or via electronic/postal ballot	6 Months or such time considered practical by Company Secretary prior to the date of Election (usually the AGM)	Such time considered practical by Company Secretary prior to the date of the election (usually the AGM)	Position to be filled at next AGM. New term of office to run to the end of the original term or for such term agreed by the Company Secretary.	Yes	No	Automatically (within 3 months of appointment and at a time agreed with the Company Secretary) cease to hold any Chair or Deputy Chair role on any non-Board committee
Other Board positions determined by the Board [Co-Opted Non-Executive Directors]	Up to 4	Selected by the Board	A person who holds a membership grade of; Certified, Fellow or Honorary Fellow. Or at the discretion of the Board an active Corporate or Group Member representative, non-member based on competency or anyone else that the Board sees fit to appoint.	Yes	Term of office is 4 years but can be re-elected for a second term of a further four years, therefore a maximum of 8 consecutive years. Subsequent re-selection can only take place after a 2 year gap.	Selected by the Board	Board	No election, the post is selected by the Board	No election, the post is selected by the Board	Board to select replacement (if required)	Yes	No	Automatically (within 3 months of appointment and at a time agreed with the Company Secretary) cease to hold any Chair or Deputy Chair role on any non-Board committee
Members' Council Chair	1	Members' Council Chair	Members' Council Chair	Yes	The period whilst serving as Members' Council Chair	n/a	n/a	n/a	n/a	Appointment of new Members' Council Chair as soon as in position	n/a	n/a	Cannot hold a Chair or Deputy Chair position on any non-Board committee whilst holding MC Chair role
Chief Executive Officer	1	Selected by the Board	Selected by the Board.	Yes	As defined in the Director's Service contract	n/a	n/a	n/a	n/a	n/a	n/a	n/a	Cannot hold a Chair or Deputy Chair position on any non-Board committee
Executive Directors	Up to 2	Selected by the CEO	Up to two Directors as recommended by the Chief Executive Officer and approved by the Board	Yes	As defined in the Director's Service contract	n/a	n/a	n/a	n/a	n/a	n/a	n/a	Cannot hold a Chair or Deputy Chair position on any non-Board committee
President, Vice President(s), Patron	In attendance only	Selected by the Board	A person who is a Certified Member, Fellow, Honorary Fellow. OR at the discretion of the Board someone based on competency.	No	Period defined by the Board	Selected by the Board	Board	No election, the post is selected by the Board	No election, the post is selected by the Board	Board to select replacement	Yes	No	Automatically (within 3 months of appointment and at a time agreed with the Company Secretary) cease to hold any Chair or Deputy Chair role on any non-Board committee

NOTES

The IWFM Chair role is an additional role on the Board - i.e. when a Non-Executive Director is appointed to be Chairman then a vacancy arises amongst the Non-Executive Directors

The Deputy Chair roles are not additional roles on the Board - i.e. a Deputy Chairman continues to occupy their previous position on the Board and continues to be subject to the eligibilities and rights of their former role, including the length of service provision

Signed:  Donna Duckworth, Company Secretary, IWFM

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Bylaw Table 2

Members Council - Composition, Eligibility and Voting Rights

Position	Maximum number of positions available	Who can stand for position	Who is eligible	Voting rights - Yes/No	Maximum length of service term	Who can vote on this position	Meeting at which election is voted on	Timing of nomination	Timing of voting	Action on vacancy/retirement/resignation part way through term	Can position be put forward for re-election	Automatic position following tenure
Chair of Members' Council	1	Anyone on Members' Council	A person who holds a membership grade of; Certified Member, Fellow or Honorary Fellow	Yes, with casting vote in the event of a tie	2 years	Members' Council	Members' Council (secret vote)	6 Months or such time considered practical by Company Secretary prior to AGM	6 months or such time considered practical by the Company Secretary prior to the AGM to take office at the AGM.	Position to be filled at next Members' Council meeting. New term of office to run to the end of the original term.	No	Stands down from MC - Eligible for return to MC position after 12 months
Deputy Chair of Members' Council	2	Anyone on Members' Council	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	2 years but can serve longer subject to limitations serving on Members Council	Members' Council	Members' Council (secret vote)	6 Months or such time considered practical by Company Secretary prior to AGM	6 months or such time considered practical by the Company Secretary prior to the AGM to take office at the AGM.	Position to be filled at next Members' Council meeting. New term of office to run to the end of the original term.	Yes	No
Regional Representatives	1 per Region	Regional Chairs (though in absence can ask Regional Committee member to represent Region on their behalf.)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years	Regional Committee Members	Regional AGM	6 Months or such time considered practical by Regional Secretary (if none the Regional Chair) prior to Regional AGM	6 Months or such time considered practical by the Regional Secretary (if none the Regional Chair) prior to Regional AGM	Position to be filled at next committee meeting. New term of office to run to the end of the original term.	Yes	No
SIG Representatives	1 per SIG	SIG Chairs (though in absence can ask SIG Committee member to represent SIG on their behalf.)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow (In the case of the Fellows SIG: A person who is a Fellow, Honorary Fellow)	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years	SIG Committee Members	SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the SIG Chair) prior to SIG AGM	6 Months or such time considered practical by the SIG Secretary (if none the SIG Chair) prior to SIG AGM	Position to be filled at next committee meeting. New term of office to run to the end of the original term.	Yes	No
Network Representatives	1 per Network	Network Chairs (though in absence can ask Network Committee member to represent SIG on their behalf.)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years	Network Members	Network AGM	6 Months or such time considered practical by SIG Secretary (if none the SIG Chair) prior to SIG AGM	6 Months or such time considered practical by the SIG Secretary (if none the SIG Chair) prior to SIG AGM	Position to be filled at next committee meeting. New term of office to run to the end of the original term.	Yes	No
Executive Directors	3 in attendance	n/a	Executive Directors	No	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table
Board Chair and /or-Deputy Board Chair/ Chair	Any 2, in attendance	n/a	Board Chair/Board Deputy Chair	No	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table
Chair of Constitution and Ethics Committee	Standing invitation of the Chair	n/a	Current Chair of Constitution and Ethics Committee	No	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations	See Constitution and Ethics Committee Table in Board Regulations
Other Board positions as determined by the Board	Standing invitation of the Chair	n/a	Someone at the discretion of the Board based on competency.	No	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table	See Board table

NOTES

The Chair is an additional role on the Council - i.e. when a new person is appointed to be Chair then a vacancy arises in their original position (i.e. Regional or SIG Chair)  
 The Deputy Chair-role is not an additional roles on Members Council - i.e. a Deputy Chairman continues to occupy their previous position on Members' Council and continues to be subject to the eligibilities and rights of their former role, including the length of service provision  
 Region or SIG representatives, standing in for the Region or SIG Chair, cannot also be Board Members

Signed:  Donna Duckworth, Company Secretary, IWFM

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Bylaws Table 3

Regional Committee - Composition, Eligibility and Voting Rights

Position	Maximum number of positions available 12 (suggested minimum 4)	Who can stand for position	Who is eligible	Voting rights - Yes/No	Maximum length of service term	Who can vote on this position	Meeting at which election is voted on	Timing of nomination	Timing of voting	Action on vacancy / retirement / resignation part way through term	Can position be put forward for re-election	Automatic position following tenure
Regional Chair	1	Committee Member within Region (Guide - 2 years prior Committee experience)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years in this position.	Region Committee Members	Region's AGM	6 Months or such time considered practical by Region's Secretary (if none the Chair) prior to Region AGM	6 Months or such time considered practical by Region's Secretary (if none the Chair) prior to Region AGM	Position to be filled at next Region Committee meeting. Initial term of office to run to the end of the current term.	Yes	No
Member of Regional Committee	11	Members from within Region	A person who is a Student, Affiliate, Associate, Corporate Nominee, Member, Certified Member, Fellow, Honorary Fellow	Yes	Term of office is 2 years but can be re-elected.	Region Members - Individual Corporate and Group	Region's AGM	6 Months or such time considered practical by Region's Secretary (if none the Chair) prior to Region AGM	6 Months or such time considered practical by Region's Secretary (if none the Chair) prior to Region AGM	Position can be filled by co-option at next Region Committee meeting. Initial term of office to run to the end of the current term.	Yes	No

Other duties (e.g. Secretary, Deputy Chair, Treasurer, Events Organiser) will be allocated by the committee and may differ from committee to committee

Signed:



Donna Duckworth, Company Secretary, IWFM

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Bylaws Table 4

SIG Committee - Composition, Eligibility and Voting Rights

Position	Maximum number of positions available 12 (suggested minimum 4)	Who can stand for position	Who is eligible (In the case of the Fellows SIG, all positions must be Fellows)	Voting rights - Yes/No	Maximum length of service term	Who can vote on this position	Meeting at which election is voted on	Timing of nomination	Timing of voting	Action on vacancy/retirement/resignation part way through term	Can position be put forward for re-election	Automatic position following tenure
SIG Chair	1	Committee Member within SIG (Guide - 2 years prior Committee experience)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years in this position.	SIG Committee Members	SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	Position to be filled at next SIG committee meeting. Initial term of office to run to the end of the current term.	Yes	No
Member of Other SIG Committees	11	Members from within the membership of the SIG	A person who is a Student, Affiliate, Associate, Corporate Nominee, Member, Certified Member, Fellow, Honorary Fellow	Yes	Term of office is 2 years but can be re-elected.	Membership of the SIG	SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	Position can be filled by co-option at next SIG committee meeting. Initial term of office to run to the end of the current term.	Yes	No
Member of the Fellows SIG Committee	11	Members from within the membership of the SIG	A person who is a Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected.	Membership of the SIG	SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	6 Months or such time considered practical by SIG Secretary (if none the Chair) prior to SIG AGM	Position can be filled at next SIG committee meeting by co-option. Initial term of office to run to the end of the current term.	Yes	No

Other duties (e.g. Secretary, Deputy Chair, Treasurer, Events Organiser) will be allocated by the committee and may differ from committee to committee

Signed:  Donna Duckworth, Company Secretary, IWFM

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Bylaws Table 5

Network Committee - Composition, Eligibility and Voting Rights

Position	Maximum number of positions available 12 (suggested minimum 4)	Who can stand for position	Who is eligible	Voting rights - Yes/No	Maximum length of service term	Who can vote on this position	Meeting at which election is voted on	Timing of nomination	Timing of voting	Action on vacancy/retirement/reNetworkknotion part way through term	Can position be put forward for re-election	Automatic position following tenure
Network Chair	1	Committee Member within Network (Guide - 2 years prior Committee experience)	A person who holds a membership grade of; Member, Certified Member, Fellow or Honorary Fellow	Yes	Term of office is 2 years but can be re-elected and serve for up to a maximum of 6 years in this position.	Network Committee Members	Network AGM	6 Months or such time considered practical by Network Secretary (if none the Chair) prior to Network AGM	6 Months or such time considered practical by Network Secretary (if none the Chair) prior to Network AGM	Position to be filled at next Network committee meeting. Initial term of office to run to the end of the current term.	Yes	No
Member of Other Network Committees	11	Members from within the membership of the Network	A person who is a Student, Affiliate, Associate, Corporate Nominee, Member, Certified Member, Fellow, Honorary Fellow	Yes	Term of office is 2 years but can be re-elected.	Membership of the Network	Network AGM	6 Months or such time considered practical by Network Secretary (if none the Chair) prior to Network AGM	6 Months or such time considered practical by Network Secretary (if none the Chair) prior to Network AGM	Position can be filled by co-option at next Network committee meeting. Initial term of office to run to the end of the current term.	Yes	No

Other duties (e.g. Secretary, Deputy Chair, Treasurer, Events Organiser) will be allocated by the committee and may differ from committee to committee