

INSTITUTE OF WORKPLACE AND FACILITIES MANAGEMENT

BYLAWS – ADOPTED - February 2023

Words and expressions employed in these Bylaws have the same meanings as those set out, defined and adopted in the Articles of Association and the rules of interpretation in the Articles equally apply to these Bylaws:

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the female gender; and words importing persons shall include corporations.

Any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Bylaws.

In the event of any conflict between these Bylaws and the Articles of Association the latter shall prevail.

A copy of the Articles of Association may be obtained from the Company Secretary.

1. **ADMISSION OF INSTITUTE MEMBERS, CORPORATE MEMBERS AND GROUP MEMBERS**
 - 1.1 The Board shall determine admission conditions and procedures including the appropriate grade of applicants and has delegated authority to staff to admit members in accordance with these conditions and procedures. The Board may also create a Membership Advisory Group and delegate to it the authority to review the criteria for each Individual Membership grade.
 - 1.2 Any unsuccessful applicant for Individual Membership has the right of appeal to the Membership Advisory Group and an ultimate written appeal concerning process to the Committee dealing with the constitution and ethics.
 - 1.3 In addition to Individual Members, the Institute will have two other sorts of membership: Corporate Membership and Group Membership. Each Corporate and Group Member will be required to appoint one Main Contact.
 - 1.3.1 Corporate Membership raises the member corporation's profile. Nominated employees of the corporation receive most of the benefits of individual membership, but they do not have nomination rights or member's voting rights. For Corporate Members these nomination and voting rights are vested in the designated Main Contact for the corporation. The Main Contact at each Corporate Member shall be empowered and obliged to exercise the rights and obligations respectively of membership in accordance with Article 10 and Bylaws 3 and abide by Board Regulations.

Signed:  Donna Duckworth Company Secretary IWFM

- 1.3.2 Group Membership provides access to development opportunities for Members' staff, as well as adding to the Members' professional profile. Nominated Group Member staff become Individual Members of the Institute in their own right, with full nomination and voting rights appropriate to their grade. The nomination and voting rights of the corporation, partnership or group as an entity in its own right are vested in the designated Main Contact for the Group. IWFM, in consultation with the nominated Main Contact, is responsible for seeing that these individuals are compliant with the Membership Obligations listed under Article 10 and Bylaws 3.
- 1.3.3 Individuals covered by Group Membership are required to meet (in their own individual right) the criteria for membership and membership will be awarded at the appropriate level, based on the same criteria applied to all other Individual Members.
- 1.4 The registration fees, assessment fees and transfer fees to higher classes of membership and subscriptions for Institute Members may be increased by the Board annually by the increase in the retail price index for the previous twelve month period ending 3 months prior to the introduction of the increase or up to a maximum of 10% (whichever is the greater) without reference to the Institute Members. Additional or greater increases can be made if approved by the Institute Members in a general meeting.

Subscriptions are payable one year in advance and are not refundable under any circumstances. A new Institute Member must pay any relevant assessment fee and either the first year's subscription in full or have had an acceptable payment method verified by the Institute.

- 1.4.1 Payment may be made by cash, direct debit or BACS transfer or any other methods as agreed by the Board. The Board may at its discretion set various concession rates of subscription to be set out in the Board Regulations.
- 1.4.2 An election to the Institute or transfer to another grade is deemed to have been offered on the date when the application was approved under the authority of the Executive and is deemed to have been accepted upon receipt by the Office of any subscription balance due. The date of election will be the date of entry into the register of Institute Members following acceptance – see 1.4.5 below.
- 1.4.3 If an Institute Member fails to pay his or its subscription for any year within two months of the same becoming due, or within such other period as may be defined by the Board, he or it shall automatically cease to be an Institute Member (subject to the discretion of the Board).
- 1.4.4 The Institute shall keep a register of Institute Members at the Office in the manner and detail as determined by the Board, which shall be the official evidence of membership to be used to determine the rights and obligations of Institute Members.

Signed:



Donna Duckworth Company Secretary IWFM

1.5 Re-instatement of membership:

- 1.5.1 An Institute Member whose membership of the Institute has lapsed for a period not exceeding twenty four months is eligible for re-admission upon payment of all arrears due for the current period from him or it while an Institute Member and the amount of the subscription that would have been due from him or it if he or it had continued to be an Institute Member up to the time of his or its re-admission (subject to the discretion of the Board).
- 1.5.2 Any Institute Member whose membership has lapsed for a period exceeding twenty-four months may be required to make a new application for membership of the Institute and possible assessment by an independent party.
- 1.5.3 A Fellow of the Institute whose membership has lapsed for a period exceeding twenty-four months may be eligible for re-admission as a Fellow as deemed appropriate by the Board.
- 1.5.4 An Institute Member whose membership lapses or ceases for any reason whatsoever shall not be entitled to use post-nominals or otherwise hold himself out as a Member or have access to member benefits including nomination and voting rights, until or unless he is re-admitted.

2. MEMBERSHIP RIGHTS

Membership rights are granted to Individual Members (Associates, Affiliates, Members, Certified Members, Fellows, and Honorary Fellows) and to Corporate and Group Members. The Corporate and Group Members shall have the right to receive the membership rights listed in Bylaws 7.3 to 7.6 subject to the obligations set out in Bylaw 3 and in accordance with Board Regulations.

2.1 TITLES AND CERTIFICATES

See Articles 8 and 9 regarding titles and certificates.

2.2 REGIONS

Institute Members may participate in activities and vote in the Region of the Institute Member's choice as registered in the official record of membership or in the absence of such a choice in the Region of the Institute Member's home/main address postcode as defined by the member. An Institute Member has voting rights in only one Region.

2.3 NOMINATIONS

For Members' rights to be nominated to the Board or Members' Council, see Tables 1 and 2.

2.4 NOTICE OF ANNUAL GENERAL MEETING (AGM) & AUDITED ACCOUNTS

All Institute Members whether holding voting rights or not are entitled to receive the Notice of AGM and access to the audited accounts.

2.5 EXTRAORDINARY GENERAL MEETING (EGM)

Fifty Institute Members entitled to vote may requisition an EGM whenever they think fit by written notice signed by them to the Company Secretary.

2.6 VOTING AT GENERAL MEETINGS

See Article 16 re voting rights at General Meetings.

Signed:



Donna Duckworth Company Secretary IWFM

3. MEMBERSHIP OBLIGATIONS

3.1 PROFESSIONAL CONDUCT – THE CODE

All members must abide by the Professional Code of Conduct. The requirement to comply with the Code is laid out in Article 12.

3.2 PERSONAL CONTRIBUTION

Each Institute Member shall be bound to further the objectives, interests and influence of the Institute to the best of his or its ability. Membership Groups provide opportunities for all Institute Members to participate in the work of the Institute.

3.3 SUBSCRIPTIONS

Subscriptions are dealt with under Bylaws 1.4 and 1.5.

3.4 DISCIPLINARY

3.4.1 All Institute Members including Corporate and Group Members must abide by the Code of Professional Conduct and the constitution of the Institute which includes Board Regulations.

3.4.2 The Institute has a positive policy of whistleblowing and will investigate material breaches of any Member obligation in accordance with Board Regulations.

3.4.3 Board Regulations define the process of investigation, hearing and appeal and establish the process for appointment to the roles and responsibilities of the panels established by Board Regulation.

4. GENERAL MEETINGS

4.1 The notice and voting rights for General Meetings are set out in Articles 13 – 16.

4.2 GENERAL MEETINGS – PROCEEDINGS

All General Meetings will be managed in accordance with Article 15.

5. THE BOARD

The Board, its powers, membership, election, proceedings and indemnification are dealt with in Articles 17 – 24.

6 MEMBERS' COUNCIL

6.1 The role of Members' Council is to encourage and help engagement and good communication with and between members and with and between IWFM's Regions and SIGs, to provide a forum to represent the views of Regions and SIGs within IWFM, to be a source of industry insight and expertise for IWFM, and to provide input and member feedback to inform IWFM's strategic direction and research agenda.

6.2 The Chair of Members' Council will hold a position on the IWFM Board as an appointed NED for the period that they hold the Members' Council Chair role.

6.3 For Members' Council composition, eligibility, voting rights and numbers, see Bylaws Table 2.

Signed:



Donna Duckworth Company Secretary IWFM

- 6.4 Votes may be cast by paper ballot, electronically, over the internet, on a website or by other method approved by the Board.
- 6.5 A quorum shall consist of the following 8 voting members:
- 6.5.1 one Regional representative
 - 6.5.2 one Special Interest Group representative
 - 6.5.3 six others.
7. **MEMBERSHIP GROUPS**
Membership Groups are defined in Article 29.
- 7.1 **MEMBERSHIP GROUP COMMITTEES**
- 7.1.1 For composition, eligibility, voting rights and numbers, see:
 - Regions - Bylaws Table 3
 - Special Interest Groups - Bylaws Table 4.
 - 7.1.2 The Region and SIG Committees shall be responsible to the Members' Council, for their activities and conduct, and report on this through their appointed member of the Members' Council.
 - 7.1.3 Votes may be cast by paper ballot, electronically, over the internet, on a website or other method approved by the Board.
 - 7.1.4 A Membership Group may recommend the holding of regular meetings for the purpose of lectures, reading papers and discussions of subjects pertinent to the practice of facilities management and related subjects, at locations in districts within the area at which the Membership Group operates.
 - 7.1.5 A Regional Committee may delegate the management of a sub-area within their Region (referred to in this Bylaw as a Branch) to a committee formed by Institute Members for whom such a Branch has been created. The Regional Committee shall retain overall responsibility for all activities organised by the Branch.
 - 7.1.6 No Membership Group or Branch may be formed without the approval of the Board.
 - 7.1.7 Every Membership Group shall pass such regulations as may be necessary to comply with the wishes of the Board.
 - 7.1.8 A Membership Group may make proposals for the consideration of the Members' Council but shall not without the approval of the Board take any action except only on matters affecting the day-to-day administration of the Membership Group.
 - 7.1.9 Expenses in administering the Membership Groups are approved by the Board shall be paid from the general funds of the Institute; claims for reimbursement of such expenses shall be lodged with the IWFM's Finance office within one month of the same being incurred.

Signed:



Donna Duckworth Company Secretary IWFM

7.1.10 The Chair of each Membership Group committee is to ensure that proper accounts are kept in respect of:

7.1.10.1 all sums of money received and expended by the Membership Group and Branches if any

7.1.10.2 all sales and purchases of goods by the Membership Group and Branches if any

7.1.10.3 the books of account shall be kept by the Regional Treasurer (if none by the Chair) in accordance with policies and procedures laid down by the Board from time to time.

7.1.11 A Membership Group or Branch may be dissolved by the Board at any time. In the event of the dissolution of a Membership Group or Branch the balance of any funds or other property of the Institute in its possession shall be forthwith handed over to Institute.

7.2 ATTENDANCE AT MEMBERSHIP GROUP EVENTS

7.2.1 Any Institute Member is entitled to attend a published Regional or Branch event.

7.2.2 Any Institute Member is entitled to attend a published SIG event.

7.2.3 Membership Group Committees and Branch Committees have the right to invite others to attend their events as they see fit.

7.3 MEMBERSHIP GROUP NOMINATIONS

The Membership Group Committee is responsible for publicising the right of Institute Members registered in their Membership Group to nominate for the annual election to the Membership Group Committee. Such nominations must be sent to the Membership Group Secretary (or if none to the Chair) by e-mail or letter with confirmation that the nominee is willing to serve between 45 and 25 days prior to the annual meeting.

7.4 MEMBERSHIP GROUP ELECTIONS

The need for a ballot will depend on whether there are nominations in excess of the vacant places on the Membership Group Committee by reference to the maximum number of the Membership Group Committee - see Bylaws and Bylaws Tables 3 and 4. All such nominations should be made in accordance with IWFM's election procedures.

7.5 NOTICE OF MEMBERSHIP GROUP MEMBERS' BUSINESS MEETINGS

Each meeting of members of the Membership Group must be called with 14 clear days' notice by any two of the following methods - mail, e-mail, publication in the Institute's magazine or on the website. The notice should include all items of business to be discussed.

7.6 MEMBERSHIP GROUP MEETINGS

All business meetings of the Membership Group Committee or Institute Members will be chaired by the elected Chair or failing him a person elected by those present. A quorum for a Membership Group Committee will be three.

7.7 MEMBERSHIP GROUP OFFICERS

The officers may be supported in their functions by paid or unpaid specialists, subject to financial and policy constraints authorised by the Board.

Signed:



Donna Duckworth Company Secretary IWFM

7.8 MEMBERSHIP GROUP OBJECTIVES

The purpose of Membership Groups is to play an ambassadorial role with members and wider stakeholders on behalf of the IWFM, its Board, Members' Council and Executive, supporting the Institute's strategy as defined by the Board. To provide supportive member-led network of workplace and facilities management professionals, who drive membership benefit and growth through local campaigns and value-driven events, in a local and accessible way. To help inform and drive the IWFM's insight and research agenda, whilst providing challenge and insight on sector specific issues and challenges as well as public policy agendas. Continue to ensure that the IWFM has the technical and sector insight to be able to train and develop its members and other workplace and facilities professionals effectively.

7.9 MEMBERSHIP GROUP BUDGETS

Each Membership Group Committee is obliged to submit to the Board via the IWFM's Finance office an annual budget and plan to coincide with the Institute's financial timetable. Each Membership Group should seek at least to break-even unless otherwise agreed by the Executive but up to £3,000 funding may be drawn from central funds for working capital but NOT to discharge losses. Each Membership Group should refer to the Volunteers' Handbook to ensure consistent best practice and should be accountable to the Board for any significant losses.

7.10 MEMBERSHIP GROUP REPORTING

Each Membership Group should report to the Members' Council at each of their meetings through its Members' Council representative. If he is unable to attend he should notify the Chair of the Members' Council and either send an alternate or give the Chair his report. A minute book should be kept recording Committee and Members' business meetings. Copies of these minutes should be copied to the Chair of the Members' Council.

7.11 MEMBERSHIP GROUP COMMITMENTS

Membership Groups may make financial commitments up to £250 for any one arrangement provided such commitment is in their budget. Any commitment over £250 or outside their budget must be handled through the Institute's purchasing procedures or with prior approval of IWFM's Finance Office

8 BOARD WORKING GROUPS AND TASK GROUPS

8.1 APPOINTMENT PROCEDURES

Working Groups and Task Groups will be set up by the Board from time to time, at which time the Board will determine the first Chair.

The Board will approve the Terms of Reference for Groups set up under this Bylaw. The Board Chairman will be responsible for finding persons with suitable skills and experience for the Groups and obtaining Board approval thereto. Succession for these Groups will be the responsibility of the Board Chairman, who will keep the Board informed.

8.2 OBJECTIVES

The aim of the Groups will be set by the Board.

8.3 Expenditure

Groups may not incur expenditure unless authorised by the Board or in accordance with delegated authorities.

Signed:



Donna Duckworth Company Secretary IWFM