

The Companies Acts, 1948 to 2006

Company Limited by Guarantee

BYE-LAWS

Of

The Institute of Leadership

(Adopted by the Board 30 June 2023)

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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 “CioL”
- 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 “FioL”
- 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

 - an Institute Approved programme.

or

 - a programme of 3 years CPD, approved by the Institute.

or

 - a mapped military rank.

and

- 3 years senior leader experience operating at a strategic level

1.4 Members

- may use the post-nominal letters “MioL”
- 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 5 or above

or

- completed an Institute-approved CPD programme in leadership and management
- or**
- a mapped military ranking
- or**
- 1 years experience managing teams/resources at middle management level

1.5 Associate Members

- may use the post-nominal letters “AIoL”
- 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
 - or**
 - a mapped military ranking
 - or**
 - 1 years experience managing teams/resources to positively deliver results

1.6 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 or Associate Member 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 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. The 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 TRUSTEES

Introduction

3.1 This Bye-Law sets out the procedure for conducting the election of Trustees to the Board and for the appointment of the Chair and Deputy Chair.

Nominations

3.2 Notification of the number of vacancies for Trustees 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 Nomination & Succession Committee, whose terms of reference will be determined by the Board. The Nomination & Succession Committee will comprise a minimum of two Trustees. The Board will appoint the Chair of the Committee who shall not be the Chair of the Board.

3.5 The Nomination & Succession Committee shall be responsible for selecting, from the applications received, those persons who are to be proposed for election as Trustees. The Nomination & Succession Committee shall also maintain oversight of the election process and advise the Board on maintaining the right balance of skills, knowledge and other attributes. The Nomination & Succession Committee shall notify each applicant whether

or not their application has been approved by the Nomination & Succession 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 in the form approved by the Nomination & Succession Committee.
- 3.6.2 an Election Address from the candidate in a form approved by the Nomination & Succession 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 Nomination & Succession Committee for the role of Trustees 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 Nomination & Succession Committee for the role of Trustees 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 40 or 41 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 Nomination & Succession 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.
- 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 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.

- 3.10 The Nomination & Succession Committee shall, prior to the Annual General Meeting, inform each candidate whether they have been elected. The names of the new Trustees shall be announced by the Chair at the Annual General Meeting and publicised to the Members.
- 3.11 The new Trustees shall take office at the end of the Annual General Meeting.

Management of the election process

- 3.12 The election process shall be managed by the Nomination & Succession Committee who shall make the necessary decisions on the precise timetable for each election.

Re-appointment of Elected Trustees

- 3.13 In relation to any Elected Trustees who are eligible for, and seek, re-appointment at an Annual General Meeting under Article 17.6, the Nomination & Succession Committee shall advise the Board in relation to the proposed re-appointment and the Board shall determine whether or not to propose them for re-appointment [no later than the time at which notification of the number of vacancies for Trustees arising at the next Annual General Meeting is sent to Voting Members in accordance with Bye-Law 3.2].

Appointment of Chair and Deputy Chair

- 3.14 The Chair and Deputy Chair will be appointed by majority vote by the Board at a Board meeting immediately following the Annual General Meeting after the previous Chair or Deputy Chair finished their term.
- 3.15 Any Elected Trustee, having served at least 12 months on the Trustee Board, can put their name forward for appointment as Chair or Deputy Chair
- 3.16 Where both the Chair and Deputy Chair are due for appointment at the same meeting, the voting will be held in sequence, with the Chair role appointed first.
- 3.17 Candidates for Chair and Deputy Chair can participate or abstain in the vote, but cannot vote for themselves. The Board Secretary will manage the voting process.
- 3.18 In the case of a tie which the Board cannot resolve, the independent member of the Nominations & Succession Committee shall have the casting vote.
- 3.19 The Chair and Deputy Chair shall hold office for 3 years beginning at the conclusion of the Board meeting in which they were elected by the Board and ending at the conclusion of the third AGM after they were appointed (so long as they remain a Trustee and subject to paragraph 3.20/3.21).
- 3.20 Should the Chair resign their position as Chair, be subject to a majority vote of the Board to remove them as Chair or cease to be an Elected Trustee before the end of their term of

office, the Deputy Chair shall become Interim Chair. The Interim Chair shall fill the role of Chair until the Board meeting immediately following the next Annual General Meeting, when a new Chair shall be appointed by the Board.

- 3.21 Should the Deputy Chair become Interim Chair, resign their position as Deputy Chair, be subject to a majority vote of the Board to remove them as Deputy Chair, or cease to be an Elected Trustee before the end of their term of office, the Board shall appoint an Interim Deputy Chair. The Interim Deputy Chair shall fill that role until the Board meeting immediately following the next Annual General Meeting, when a new Deputy Chair shall be appointed by the Board.
- 3.22 A Deputy Chair who has acted as Interim Chair (clause 3.21 above) and who has not completed their term as Deputy Chair, shall be reappointed to that role, save for them being appointed Chair at the Board Meeting immediately following the Annual General Meeting convened for the purpose of appointing the Chair and Deputy Chair.

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 their 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: COMMUNITY MEMBERS

Introduction

- 6.1 Community Member, a class of membership which does not carry voting rights. This Bye-Law sets out:
 - the criteria for admission
 - the admission and resignation procedure and the means of communicating with Community 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.

Criteria

- 6.2 Every person who has submitted a satisfactorily completed membership registration form shall be a Community 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 Community Member.
- 6.4 Community Members may at any time by notice in writing resign as Community 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 Community Member admission matter.