SECTION 5: THE BOARD

# The Board

# **Composition**

## Unless otherwise determined by Ordinary Resolution pursuant B6.1.1, the Board shall consist of the following:

5.1.1 up to fifteen, but not less than six, Members elected in accordance with Regulations 5.5 to 5.11 below;

5.1.2 up to three additional people (who are not also members of staff and who may or may not be Members) co-opted by the Board to hold office for such period and on such terms as the Board may decide.

# **Retirement**

## At each general meeting one third of the Board who are subject to retirement by rotation (or, if their number is not three or a multiple of three, the number nearest one third but if there is only one member of the Board who is subject to retirement by rotation, that member of the Board) shall retire from office provided always that any such member of the Board who is otherwise subject to retirement by rotation but who was appointed or whose appointment was confirmed at either of the preceding two Annual General Meetings shall not retire.

## For the purposes of Regulation 5.2, the members of the Board subject to retirement by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed members of the Board on the same day, those subject to retirement by rotation shall (unless they otherwise agree among themselves) be determined by lot. The members of the Board subject to retirement by rotation (both as to number and as to identity) shall be determined by the composition of the Board at the date of the notice convening the Annual General Meeting, and no member of the Board shall be made subject to retirement by rotation or relieved from being subject to retirement by rotation by reason of any change in the number or identity of the members of the Board after the date of such notice.

## If the Institute, at the meeting at which a member of the Board retires by rotation, does not fill the vacancy the retiring member of the Board shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the member of the Board is put to the meeting and lost.

# **Appointments**

## No person other than a member of the Board retiring by rotation shall be appointed or reappointed a member of the Board at any General Meeting unless:

5.5.1 he is recommended by the Board; or

5.5.2 having been nominated by the Members pursuant to Regulation 5.6 below and having been interviewed by the Board Nomination Committee he is duly proposed for appointment in General Meeting by the Board Nomination Committee.

## In respect of and subject to Regulation 5.5.2 above, Members can nominate persons for consideration by the Board Nomination Committee by:

* + 1. not less than seventy-five clear days before the date appointed for the meeting a notice executed by not less than ten Members qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or reappointment as a member of the Board, stating his name, address and the date on which he became a Member, together with notice executed by that person of his willingness to be appointed or reappointed. Any person proposed for appointment in this way shall satisfy the qualification in Regulation 5.11.

## Not less than seven clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the Board retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as a member of the Board at the meeting or in respect of whom notice has been duly given to the Institute of the Board Nomination Committee’s intention to propose him at the meeting for appointment or reappointment as a member of the Board. The notice shall give the particulars of that person including his name, address and the date on which he became a Member (if applicable).

## Subject as aforesaid, the Institute may by Ordinary Resolution appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member of the Board and may also determine the rotation in which any additional members of the Board are to retire.

## The Board may appoint a person who is willing to act to be a member of the Board, either to fill a vacancy or as an additional member of the Board, provided that the appointment does not cause the number of the Board to exceed any number fixed by or in accordance with the Bye-Laws (B6.1.1) as the maximum number of members of the Board. A member of the Board so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

## Subject as aforesaid, a member of the Board who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## Save for persons co-opted by the Board pursuant to Regulation 5.1.2 (who may or may not be a Member), a person shall not be eligible to be appointed or elected as a member of the Board unless he is a Member of the Institute or is employed by the Institute.