IWFM Bylaws

PART 1 – INTERPRETATION

1.1 Purpose

These Bylaws support the Articles of Association by setting out the governance arrangements relating to membership, Members' Council, Membership Groups and other matters delegated by the Board. They should be read in conjunction with the Articles of Association, Board Regulations and any Terms of Reference approved by the Board.

1.2 Interpretation

Unless the context otherwise requires, words and expressions used in these Bylaws shall have the same meanings as those defined in the Articles of Association.

Words importing the singular include the plural and vice versa. Words importing one gender include all genders, and words importing persons include bodies corporate and other legal entities where the context permits.

Where any provision of these Bylaws is inconsistent with the Articles of Association, the Articles of Association shall prevail.

1.3 Governance Framework

These Bylaws form part of the Institute's governance framework established under the Articles of Association. Together with the Board Regulations, the Governance Tables and the Terms of Reference approved by the Board, they provide the governance arrangements necessary to support the effective operation of the Institute.

1.4 Authority

These Bylaws are approved by the Board under the authority of the Articles of Association and may be amended by the Board from time to time, provided any amendment remains consistent with the Articles of Association.

1.5 Governance Tables

The Governance Tables appended to these Bylaws form part of these Bylaws and set out the approved composition, eligibility, appointment arrangements and terms of office for the Institute's governance bodies and Membership Groups. Where there is any inconsistency between the Governance Tables and these Bylaws, these Bylaws shall prevail.

PART 2 – MEMBERSHIP

2.1 Admission to Membership

The Board shall determine the eligibility criteria, admission requirements and application procedures for each category and grade of membership and may delegate authority for the administration and admission of members in accordance with the Board Regulations.

The Executive shall exercise any delegated authority in accordance with the eligibility criteria and procedures approved by the Board.

2.2 Membership Categories

The Institute shall maintain the categories and grades of membership established by the Articles of Association and approved by the Board.

Individual membership grades, Corporate Membership and Group Membership shall be administered in accordance with the Articles of Association, these Bylaws and the Board Regulations.

2.3 Corporate and Group Membership

Corporate Membership and Group Membership shall each appoint a Main Contact who shall exercise those rights and responsibilities assigned to that membership category under the Articles of Association and these Bylaws.

Individuals admitted through a Group Membership shall satisfy the eligibility requirements for the grade of membership awarded and shall hold membership in their own right.

2.4 Membership Register

The Institute shall maintain an official register of members in such form as the Board may determine. The register shall constitute the official record of membership for the purposes of determining membership status and the exercise of membership rights.

2.5 Membership Fees and Subscriptions

Registration fees, assessment fees, subscriptions and any other membership charges shall be determined by the Board and published by the Institute from time to time.

Subscriptions shall be payable in accordance with the arrangements approved by the Board. Failure to maintain payment may result in suspension or cessation of membership in accordance with the Articles of Association and these Bylaws.

2.6 Lapsed Membership and Re-admission

The Board may establish arrangements for the re-admission of former members whose membership has lapsed, including any conditions relating to outstanding subscriptions, reassessment of eligibility or restoration of membership grade.

A former member shall not be entitled to exercise any rights of membership or use any membership designation or post-nominal letters unless and until they have been formally re-admitted to membership.

PART 3 – MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Membership Rights

The rights and privileges associated with each category and grade of membership shall be those set out in the Articles of Association, these Bylaws and the Board Regulations.

Voting rights, nomination rights and eligibility to hold office shall be exercised in accordance with the Articles of Association and the Governance Tables appended to these Bylaws.

3.2 Membership Obligations

All members shall comply with the Articles of Association, these Bylaws, the Board Regulations, the Code of Professional Conduct and any other requirements approved by the Board that apply to their membership.

Members shall conduct themselves in a manner that upholds the objects, reputation and professional standards of the Institute.

3.3 Professional Conduct

The Board shall maintain a Code of Professional Conduct setting out the standards expected of members.

Any alleged breach of the Code shall be considered in accordance with the procedures approved by the Board.

3.4 Disciplinary and Complaints Arrangements

The Board shall establish procedures for investigating and determining matters relating to professional conduct, disciplinary action and member complaints.

Where appropriate, the Board may delegate responsibility for the administration of these procedures in accordance with the Board Regulations.

3.5 General Meetings

The notice, conduct and voting arrangements for General Meetings shall be governed by the Articles of Association.

3.6 Members' Council Elections

The composition, eligibility, appointment and election arrangements for Members' Council are set out in the Governance Tables and the Members' Council Terms of Reference.

3.7 Membership Groups

The composition, eligibility and election arrangements for Regions, Networks and Special Interest Groups are set out in the Governance Tables and the relevant Terms of Reference approved by the Board.

PART 4 – GOVERNANCE BODIES

4.1 Board

The Board is established under the Articles of Association and is responsible for the overall direction, governance and stewardship of the Institute.

The composition, powers and proceedings of the Board are governed by the Articles of Association, the Board Regulations and the Governance Tables appended to these Bylaws.

4.2 Board Committees

The Board may establish standing or temporary Committees to support the discharge of its responsibilities and may delegate authority to those Committees in accordance with the Articles of Association and the Board Regulations.

The purpose, composition, delegated authority and operating arrangements of each Committee shall be set out within its approved Terms of Reference.

4.3 Executive

The Executive is established by the Board to provide the strategic leadership and operational management of the Institute.

The composition, responsibilities and operating arrangements of the Executive shall be determined by the Board and set out within the Executive Terms of Reference.

4.4 Members' Council

Members' Council is established under the Articles of Association to represent the interests of the membership, provide member insight and support engagement between the Institute and its Membership Groups.

The composition, responsibilities and operating arrangements of Members' Council are set out within the Members' Council Terms of Reference and the Governance Tables appended to these Bylaws.

4.5 Governance Tables

The Governance Tables appended to these Bylaws form part of these Bylaws and set out the approved composition, eligibility, appointment arrangements and terms of office for the Institute's governance bodies.

PART 5 – MEMBERSHIP GROUPS

5.1 Purpose

Membership Groups support the objects of the Institute by providing opportunities for members to engage professionally, share knowledge, contribute to the development of the profession and support the delivery of the Institute's strategic objectives.

Membership Groups operate under the authority of the Board and are accountable through Members' Council.

5.2 Membership Groups

The Institute may establish, amend or dissolve Membership Groups in accordance with the Articles of Association and these Bylaws.

Membership Groups may comprise Regions, Networks and Special Interest Groups or such other groups as the Board may approve from time to time.

5.3 Membership Group Committees

Each Membership Group shall be governed by a Committee elected or appointed in accordance with the relevant Terms of Reference and the Governance Tables appended to these Bylaws.

Membership Group Committees shall be responsible for the effective governance and administration of their Membership Group and shall operate in accordance with the Board Regulations, these Bylaws and any policies or procedures approved by the Board.

5.4 Accountability

Membership Group Committees shall report through Members' Council and shall support the Institute in delivering its strategic objectives, engaging members and representing the interests of their Membership Group.

Membership Groups shall not make public statements or commitments on behalf of the Institute unless authorised to do so.

5.5 Establishment and Dissolution

The Board may establish, merge, suspend or dissolve a Membership Group where it considers it appropriate to do so in support of the Institute's strategic objectives and governance arrangements.

PART 6 – MEMBERSHIP GROUP ADMINISTRATION

6.1 Meetings

Membership Groups shall hold such meetings and events as are necessary to support the objectives of the Institute and the effective operation of the Membership Group.

Meetings shall be conducted in accordance with the relevant Terms of Reference and any procedures approved by the Board.

6.2 Elections and Appointments

Elections and appointments to Membership Group Committees shall be conducted in accordance with the Governance Tables, the relevant Terms of Reference and the election procedures approved by the Board.

Where a vacancy arises during a term of office, the Committee may fill the vacancy in accordance with the relevant Terms of Reference.

6.3 Financial Management

Membership Groups shall operate within the budgets approved by the Institute and shall manage expenditure in accordance with the Institute's financial policies and delegated authorities.

No Membership Group may enter into contractual or financial commitments on behalf of the Institute except where authorised under the Institute's financial procedures or delegated authority.

6.4 Reporting

Membership Groups shall provide reports to Members' Council and the Executive as required to support the effective governance of the Institute.

Committees shall maintain appropriate records of meetings and decisions and shall provide these to the Institute upon request.

6.5 Events and Activities

Membership Groups may organise meetings, events and other activities in support of the Institute's strategic objectives and membership offer.

All activities shall be conducted in accordance with Institute policies, procedures and delegated authority.

6.6 Dissolution

The Board may dissolve a Membership Group or Committee where it considers it appropriate to do so in accordance with the Articles of Association, these Bylaws and the Board Regulations.

PART 7 – BOARD WORKING GROUPS AND ADVISORY GROUPS

7.1 Establishment

The Board may establish Working Groups, Advisory Groups or other temporary governance bodies where it considers this necessary to support the delivery of the Institute's strategic objectives or to assist the Board in the discharge of its responsibilities.

Such Groups shall operate under delegated authority from the Board and shall not possess any authority beyond that expressly delegated to them.

7.2 Terms of Reference

Each Working Group or Advisory Group shall operate in accordance with Terms of Reference approved by the Board.

The Terms of Reference shall define the purpose, membership, delegated authority, reporting arrangements and duration of the Group.

7.3 Membership and Appointments

The Board shall determine the membership of each Working Group or Advisory Group, having regard to the skills, knowledge and experience required to fulfil its purpose.

Membership may comprise Directors, members, volunteers, external advisers or other individuals whose expertise is considered beneficial.

7.4 Reporting

Working Groups and Advisory Groups shall report to the Board, or to such governance body as the Board may determine, in accordance with their approved Terms of Reference.

7.5 Duration and Dissolution

The Board may amend, suspend or dissolve any Working Group or Advisory Group at any time.

A Working Group or Advisory Group shall automatically cease to exist upon completion of its purpose unless the Board determines otherwise.

PART 8 – REVIEW

8.1 Review

These Bylaws shall be reviewed periodically by the Constitution & Ethics Committee to ensure they remain consistent with the Articles of Association, Board Regulations and the Institute's governance framework.

Any proposed amendments shall be submitted to the Board for approval.

8.2 Governance Tables

The Governance Tables appended to these Bylaws form part of these Bylaws and shall be reviewed alongside them to ensure they remain accurate and consistent with the Institute's governance arrangements.