

1. Core principles for IWFM Elections

1.1 The core principles to be followed are

- That all systems for voting should be secure and accurate. Only people entitled to vote should vote and votes must be recorded and counted accurately.
- That the election process is objective. Procedures should be applied impartially and consistently.
- That all members who are eligible to vote should be encouraged to participate in elections (both as candidates and voters); that elections are well publicised; and that it is easy to vote.
- That the administration of the election is transparent. Procedures and criteria will be available to all. The results of the election will be announced promptly.

1.2 All IWFM elections are subject to the Articles and Bylaws and where there is a conflict between these procedures and the provisions of the Articles and Bylaws it is the Articles and Bylaws that must be complied with.

2. Responsibilities

2.1 The Company Secretary is responsible for the conduct of the elections. The Secretary shall therefore either act as Returning Officer, or appoint a Returning Officer to act on his or her behalf.

2.2 The Returning Officer is responsible for the conduct of a particular election. It is the job of the Returning Officer to apply and interpret these procedures; to count the votes (or oversee the count); and to announce the results. In the event of any dispute concerning these procedures, the ballot or the validity of votes, the decision of the Returning Officer shall be final.

2.3 The Returning Officer may also appoint agents for the purposes of assisting with an election.

2.4 The Returning Officer and his / her agents must not be eligible to vote as a IWFM member(s).

3. Timetable for Elections

3.1 Elections will normally be held in the six months preceding the AGM or such time as considered practical by the Company Secretary. The exact timetable for each election will be in accordance with the Bylaws & ByLaw tables and determined by the Returning Officer at least 2 months before the proposed closing date for nominations.

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4. Voting Method and Systems Used

4.1 The election of Elected Directors shall be by Multiple Non-Transferable Vote (this is the equivalent to First Past the Post, but where there is more than one person to be elected). Each voter will have the same number of votes as there are vacancies to be filled. For example, if there are three places to be filled each voter shall have three votes and shall be able to cast up to that number of votes for separate candidates. The three candidates with the highest number of votes shall win the election.

4.2 Postal Voting

4.2.1 When an election is conducted by postal ballot a ballot form will be made available to each member. The ballot form will be in such format as the Returning Officer shall determine (see section 15).

4.2.2 In a postal vote members will be instructed that nothing should be placed inside the envelope if used, other than the ballot form (and a declaration of identity form if required), In addition the envelope should be marked "ballot paper" and, if necessary with the name of the election. The Returning Officer may choose to specify that ballot papers are only valid if returned in envelopes provided. The IWFM cannot accept responsibility for ballot forms not returned in the appropriate envelopes not being counted.

4.2.3 It is the responsibility of members to submit their completed ballot forms. Ballot forms should therefore be submitted individually. Whilst IWFM will accept ballot forms from members at the same address in the same envelope, the Returning Officer will not accept ballot forms where there is a possibility that they have not been returned by the individual members– e.g. a large number of forms collected in one envelope.

4.2.4 Envelopes containing ballot papers will be kept in a secure location.

4.3 Other Voting Methods

As an alternative to postal voting, electronic or telephone voting may be used for elections. If voting by electronic means or telephone is being used, the following procedures must be followed

- Members must have the right to submit a postal vote as an alternative to electronic or telephone voting. Mechanisms must therefore be put in place to ensure that there can be no duplication in voting.
- Mechanisms must be in place to ensure that the voting process is secure. This will usually be by each voter being issued with a unique reference number. This number should not relate to the member in any way, or enable the member to be identified from it. For this reason, IWFM membership numbers should not be used.
- The unique identification number will be required to register a vote (either by electronic or telephone voting or post). It must be capable of being used only once, to ensure that only one vote is recorded.

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- Telephone voting must be to a dedicated line, or lines. Access to the votes recorded will be restricted to the Returning Officer, his / her agents, any other independent scrutineers, and any independent service provider.
- Electronic voting must be via a secure website.
- Adequate safeguards against fraud must be in place to maintain the security of the ballot.

5. Voting Privacy

The Returning Officer will make such additional arrangements as s/he thinks appropriate to ensure that members' votes remain confidential.

6. Notice of Elections

6.1 Adequate notice must be given of all elections. This will normally mean a notification being placed on the IWFM website; or inclusion in a IWFM publication that is sent to all voters; or being posted or emailed directly to all voters.

A notice displayed in the Office [registered office of IWFM] shall be deemed to have been effectively served on any institute member described in the register of Institute members by an address not within the United Kingdom.

6.2 Notice of the election will be given at least one month before the closing date for nominations.

6.3 The notice of the election will include

- The number of vacancies to be filled (if known)
- How to nominate or be nominated
- Who is eligible to be a candidate
- The closing date for nominations and the timetable for the elections
- Details of the role of Board members / Role profile
- Any other information considered by the Returning Officer to be necessary in order to facilitate the election.

6.4 The ability to self-nominate as a candidate, will be made available to members via an on-line nominations platform. If required a form will be available to download from the website, and will also be posted or emailed to members on request.

7. Eligibility to be a Candidate

7.1 To be a candidate a person must comply with the eligibility requirements for the position as set out in the Articles and By-laws. The Bylaws currently require any candidate to be an individual member of Member Grade, Certified Member, Fellow, or Honorary Fellow.

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7.2 Candidates must also be eligible to be appointed as a company director in England and Wales. And not be disqualified from serving as a Director under the Company Directors Disqualification Act 1986. Candidates are also expected to confirm that they have the skills and experience necessary to serve as Board members.

8. Process for Nominations

8.1 All candidates must be seconded by two other members who are eligible to vote. These are Member Grade members, Certified Members, Fellows, Honorary Fellows, Corporate Member Main Contacts or Group Member Main Contacts. All nominations must be received by the deadline specified. The on-line nomination platform ensures all mandatory information is completed.

8.2 The Returning Officer will specify the format for any nomination, which will normally include

- The name, membership number and address of the candidate.
- Any other information considered necessary by the Returning Officer.
- The candidate's signature and a statement that s/he is eligible to serve as a director; that s/he accepts the legal roles and responsibilities of a director and that s/he agrees to abide by the Board code of conduct (the "candidate statement").
- Names of the two seconders supporting the candidate (the nominators), along with their membership numbers and / or addresses, and signatures and agreement that they believe the candidate to be able to fulfill the role and responsibilities of being a Board member and to be a fit and proper person to take on the role.

8.3 A nomination will be invalid if

- The completed application or web form has not been completed and received at the specified address or via the portal by the specified closing date for nominations.
- The candidate has not signed the paper form.
- The nominators have not signed the paper form.
- The nominators are not eligible to second.
- The candidate's statement is not signed / e-signed / submitted on line
- Tick boxes accepting the legal responsibilities are not checked
- The particulars of the candidates or the persons seconding the candidate are incomplete, untruthful or inaccurate.

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8.4 The Returning Officer's decision that a nomination is invalid is final. The candidate will be immediately withdrawn from the election if the Returning Officer holds that a nomination is invalid.

9. Delivery of Nominations

9.1 If not using an on-line portal, then details of where nomination papers must be returned to will be included with the paper nomination forms, along with the deadline for the receipt of nominations.

9.2 If using an on-line portal, then all information, including the two seconders of the candidate [the nominators], must also be received via the close date of the election as defined. The nominators will be contacted to confirm they are formally seconding the candidate and believe they are fit for purpose

9.3 If using a manual nomination form then it is not necessary for all the nomination information to be returned on the same form. It may be more convenient for nominators to complete separate forms from the candidate and each other. The nominators are also able to second a candidate via an on-line portal as long as the candidate is registered. In addition, whilst the IWFM will issue nomination forms a nomination will be valid provided it contains the same information (and signatures) as the form.

9.4 The Returning Officer agrees to receive nominations in electronic formats, provided that either

- This is received before any election materials, with the candidate's details, are published.

Or

- In the opinion of the Returning Officer appropriate security measures are in place to allow for electronic nominations to be accepted. If this is the case, this fact will be stated in the notice for the election.

10. Publication of Nominations

10.1 All nominations received shall be confidential prior to the closing date for the nominations. The names of the candidates or potential candidates shall not be disclosed to anyone, including Directors. (However, the Returning Officer may choose to disclose how many nominations have been received to date.)

10.2 At the closing date for nominations the names of the candidates will be made public. A complete list of candidates, and their nominators, will be given to any candidate, or other member, on request. The list may also be published via the website and other means.

11. Process for Withdrawal for Candidates

11.1 A candidate can withdraw from an election by submitting a notice of withdrawal. This must be signed by the candidate, and delivered to the Returning Officer at the same address as for the delivery of nomination papers. Any withdrawals must be received no later than five

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days after the closing date for nominations. Any withdrawals received after that time may mean that the candidate's name remains on the ballot paper and may be voted for.

11.2 A nominator can withdraw his/her nominations [proposal of a candidate] at any time before the closing date for nominations, by submitting a notice of withdrawal. A nominator cannot withdraw his/her nominations following the close of nominations.

11.3 If a nominator of a candidate withdraws their support of a candidate after the close of the nominations period then that candidate is then no longer eligible to stand as a candidate and the election proceeds with the remaining candidates. If a candidate withdraws, the election proceeds with the remaining candidates. If there are no further candidates then a new nominations period will be declared.

11.4 If a candidate dies at any time between the closing date for nominations, and the announcement of the election result, the election will continue. If election materials have already been printed and / or distributed, the IWFM will make attempts to notify members, via the website and any other general means of publication, of the death of the candidate. Any votes received for the deceased candidate will be discounted.

12. Uncontested Elections

If an election is uncontested (i.e. the number of candidates is equal to or less than the number of vacancies) this matter shall be reported immediately to the Remuneration and Nominations Committee. The closing date for nominations shall then be extended by up to one month and the Remuneration and Nominations Committee shall proactively seek other candidates. During the extended period, the names of potential candidates shall still remain confidential. If, after the extended period, there are still insufficient nominations, a statement of the candidate will be posted on the website no later than one week after the close of the extended nominations period and the candidate shall be declared elected unopposed.

13. Election Materials

13.1 Candidates will be asked to prepare an Election Statement. This includes a headline statement of no more than 50 words, and a short personal election statement including any biographical information they wish to include. This may also include photographs; supporting their candidacy and should include details of how they meet the requirements of being a Board member. Election Statements must be submitted by the deadline specified for the receipt of nominations. Failure to submit an Election Statement by the deadline will not invalidate a nomination, but no Election Statement will be published if received after the deadline.

13.2 The Election Statement must be no longer than 500 words. If submitting the election statement via the on-line portal this will restrict the word count automatically. If submitting via other means, Election Statements exceeding 500 words may be returned to the candidate for editing (if this is possible before the deadline) or simply cut off at the 500 word limit without any editing, therefore this will mean that only the first 500 words are published. The Returning Officer or his/ her agents shall not edit Election Statements on behalf of candidates.

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13.3 The Returning Officer or his / her agent shall review the content of the Election Statements. Election Statements, photographs and biographical details are published at the Returning Officer's discretion and the IWFM will not publish any Election Statement that it believes

- To contain inaccurate or untruthful information
- To be potentially libelous
- Could subject the Institute to any legal action or discredit it in any way.

13.5 The Election Statements; material on the role and responsibilities of Board members; and name of nominators will be provided to all voters, along with ballot papers or instructions on voting if an alternative method of voting is being used.

13.6 In the election materials published by the Returning Officer the candidates will be listed alphabetically in order of their family names. If there are two or more candidates with the same family name, they will be listed in order of their other names.

13.7 If a candidate has more nominations than are required, only sufficient names will be published. Where possible the Returning Officer will give the candidates the opportunity to select the names, but if not these will be determined by the Returning Officer (normally the first received).

14. Canvassing

The IWFM recognises that some candidates will engage in canvassing. It does not intend to prevent this activity, however, there are some restrictions that are placed on canvassing activities

- No statement, remarks or details of any kind shall be published in any form whatsoever by the IWFM itself in respect of candidates in connection with elections, without the prior written consent of the Board or Returning Officer.
- To ensure that privacy is protected and UK Data Protection legislation is complied with, candidates and their supporters must not make use of IWFM resources, including membership details or mailing lists for the purposes of canvassing. Where a candidate has access to membership details in another capacity (e.g. through SIG or Regional work) they must not use those details for canvassing.
- IWFM staff, whether or not members, must not canvass on behalf of any candidate, or be involved in any such activities.

15. Voting

15.1 Voting papers or an on-line voting mechanism will always be made available at least 16 days before the date set for the close of voting. Voting papers or a unique link/code to on-line voting platform will be provided to all voters, and will include

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- The names of the candidates and the names of those seconding the candidates
- The Election Statement for candidates in a consistent format
- Material on the role and responsibilities of Board members.
- Details of the voting procedures, including the date for the close of voting, and the address to which any manual votes should be sent
- A ballot form, or if an alternative voting method such as an on-line platform is being used, instructions on how to vote

15.2 It shall be at the discretion of the Returning Officer how the information is provided to members, but, for the avoidance of doubt, the inclusion of voting papers [electronic or otherwise] with, or within, a IWFM publication [or sent via a supplier selected for the purpose of supporting the elections] that is sent to all voters will meet the requirements of this section.

15.3 The IWFM is responsible for ensuring that any voting papers or instruction to electronic means of voting sent, or details of how to vote, are provided to voters (see section 18 eligibility) at their notified address. Papers or instructions are dispatched in good faith. However, the non-receipt of a ballot paper, or any other election materials, by any member or members shall not invalidate an election.

16. Ballot Papers

16.1 Whatever form a ballot paper takes, electronic or otherwise it must

- Contain the names of all the candidates
- Contain clear instructions on how to vote.

16.2 If an alternative method of voting is used, this information must also be provided to the voters in the appropriate format e.g. on the website, or in the instructions for telephone voting.

16.3 Ballot papers (or details of how to vote) that are sent to members, must only be sent to members' notified addresses. Notified address means the mailing or email address of the member on the membership database held by the IWFM at the time that mailing details are compiled. It is the responsibility of the member to ensure that the IWFM is notified of his / her correct address, and any changes to it.

16.4 One or more of the following mechanisms must be used to ensure that ballot papers cannot be duplicated, and that they are used only by those persons entitled to vote.

- The ballot paper needs to be signed by the member and/ or requires identification details such as a membership number, or will be accompanied by a declaration of identity form to be completed, or
- The ballot paper has a unique identification number on it. Or

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- There is space on the ballot paper for a unique identification number to be written on it by the voter (a unique identification number having been issued to each member). Or
- Any other security mechanisms as the Returning Officer may approve.

16.5 Any un-issued ballot papers, or publications containing ballot papers, must be returned to the Returning Officer to be destroyed.

17. Replacement Papers

The IWFM will only issue replacement ballot papers or the ability to vote on-line, in exceptional circumstances and where there is no possibility of a duplication of voting. The decision of the Returning Officer on whether to issue a replacement ballot paper is final.

18. Eligibility to Vote

To be eligible to vote a person must, at the time of the dispatch of the voting papers

- be a Member, Certified Member, Fellow, Honorary Fellow, Corporate Member Main Contact or Group Member Main contact
- be an active or paid up member of the IWFM
- meet any further eligibility criteria for the specific election as set out in the Articles or By-laws.

19. Counting of Votes

19.1 The Returning Officer, or agents appointed by him/her, is responsible for collecting all ballot papers, or voting records (electronic or telephone). No other person will have access to the ballot papers or voting records.

19.2 Counting should take place as soon as possible after the close of the voting, and continue, with reasonable breaks, until all votes are counted.

19.3 The Returning Officer, or agents, are responsible for opening each envelope (if used); verifying each ballot paper or voting record; and counting all ballot papers or voting records.

19.4 Ballot papers or voting records should be verified before being counted. Verification will involve

- Checking that the ballot paper is not a duplicate.
- Checking that it has a unique identification number (if used) or that the appropriate security details have been completed.

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- Checking that the appropriate verification procedures for voting by methods other than postal voting have been carried out.
- Recording the total number of ballot papers or voting records received, and comparing with the numbers issued and numbers eligible to vote.

19.5 The Returning Officer must ensure that if counting is suspended for any reason (for a reasonable break, or overnight) proper precautions are taken for the security of the ballot papers, voting records and other documents.

19.6 The Returning Officer shall be responsible for determining if a recount is necessary for any votes. However normally a recount shall only take place if

- There is reason to believe that there may have been an error in the counting
- A candidate has been elected by a difference of four or fewer votes.

Any such recounts shall only take place during the Count. Once the Returning Officer has announced the results they shall be regarded as final, in the absence of manifest error.

20. Attendance at Counts

Only the Returning Officer, and his/her agents has a right to be present at the counting of the votes, unless, exceptionally, the Returning Officer has granted permission to anyone else to attend.

21. Validity of Votes

21.1 The decision of the Returning Officer on the validity of a vote, or any question arising in respect to a vote, will be final.

21.2 A ballot paper, or voting record, will be invalid if

- It is not received by the Returning Officer before the deadline for the close of voting.
- It is not a valid ballot paper (in a postal vote) or in the required format for any other form of voting.
- The person who voted was not entitled to vote, or there is uncertainty as to whether the person was entitled to vote (for example if a signature or membership number is required and is not provided, or a declaration of identity form is not completed).
- A unique identification number is required but is missing, or duplicates another number (in which case both votes shall be invalid).
- There is no clear indication of voting intention.
- There is uncertainty as to whether the individual member themselves submitted the ballot paper / vote.

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21.3 Situations in which there would be no clear indication of a voter's intention include those where

- The voter has voted for more than one candidate (or more candidates than the number of vacancies).
- The mark, or marks, on the paper is not clearly placed by a candidate's name.
- The paper, or voting record, has been left blank.

21.4 A ballot paper will not normally be invalid if

- The vote is marked in the wrong place, but with a clear indication of which candidate or candidates are preferred. The vote is marked otherwise than with a cross.
- There is more than one mark but with a clear indication of which candidate, or candidates, is preferred.
- The member has not used all of his/her votes.

21.5 Only the Returning Officer, or his or her agent, can determine whether a ballot paper, or voting record, is invalid. All invalid papers or voting records should be marked "invalid", and must be kept with all other ballot papers / voting records.

21.6 In announcing the results, the Returning Officer shall also announce the number of invalid votes.

22. Tied Votes

If there is a tie between any two or more candidates, and the addition of one vote to any of the candidates would have enabled that candidate to be elected, the Returning Officer will decide between the candidates by drawing lots.

23. Announcement of Results

23.1 The Returning Officer is responsible for announcing the results of an election.

23.2 All candidates will be notified of the results as soon as possible after the Count has concluded and no later than seven days after that time. In addition, the results of all elections will be placed on the IWFM website, no later than one month after the count has concluded, and the results shall be available to all members, on request, at any time from the conclusion of the count, as long as the elected NED is already aware. The results shall also be announced at the Annual General Meeting.

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24. Retention of Ballot Papers and Voting Records

All ballot papers and any other voting records shall be retained for a period of at least 6 months, after which they should be destroyed. Only the Returning Officer, his or her agents or a scrutineer, or another person acting on the explicit authority of the Board will have access to the ballot papers and voting records.

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