



ORDERS OF COUNCIL

ORDERS APPROVED BY THE LORDS OF HIS MAJESTY'S MOST
HONOURABLE PRIVY COUNCIL DURING FEBRUARY 2024

PUBLISHED BY THE PRIVY COUNCIL OFFICE ON 1ST MARCH 2024

ORDERS APPROVED

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At the Council Chamber, Whitehall

THE 2nd DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY’S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed amendments to the Bye-laws of the Royal College of Paediatrics and Child Health as set out in the Schedule to this Order, which shall come into effect on 31st day of March 2024.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE ROYAL COLLEGE OF PAEDIATRICS AND CHILD HEALTH

1. **Delete** Bye-Law 3(i)(e) and **substitute**:

“(e) two Youth Trustees who have experience of advocating the interests of children or young persons;”.

2. **Delete** Bye-Law 11(iv) and **substitute**:

“(iv) The Council shall consist of Executive, Geographic, Grade and Specialty Members.

The Executive Members shall be:

- (a) the President;
- (b) the Registrar;
- (c) the Assistant Registrar appointed by the Board of Trustees or (if directed by the Board of Trustees) by the Appointments Panel;
- (d) the Treasurer; and
- (e) up to 4 Vice Presidents appointed by the Board of Trustees or (if directed by the Board of Trustees) by the Appointments Panel.

The Geographic Members shall be:

- (f) one National Officer for each of Scotland, Wales and Ireland elected from eligible candidates in accordance with the Regulations by the Junior Members, Associate Members, Ordinary Members, Senior Members, Fellows, Senior Members, Senior Fellows and Honorary Fellows eligible under the Regulations to vote in such election;
- (g) five Area Officers for England covering London, East, South, Midlands and North as described in the Regulations and elected from eligible candidates in accordance with the Regulations by the Junior Members, Associate Members, Ordinary Members, Senior Members, Fellows, Senior Fellows and Honorary Fellows eligible under the Regulations to vote in such election; and
- (h) two International Officers covering Asia and Rest of the World respectively as described in the Regulations and elected from eligible candidates in accordance with the Regulations by the Junior Members, Associate Members, Ordinary Members, Senior Members, Fellows, Senior Fellows and Honorary Fellows eligible under the Regulations to vote in such election.

The Grade Members shall be:

- (i) the chair of the Trainee Oversight Committee of the College (as such committee may be renamed or reconstituted with similar functions);
- (j) the chair of the SAS Committee of the College (as such committee may be renamed or reconstituted with similar functions); and
- (k) one person being a Senior Fellow or Senior Member who is eligible, and who is elected by Senior Fellows and Senior Members, in accordance with the Regulations.
- (l) one person being a representative of all recognised paediatric specialties nominated and elected by the Specialty Board of the College (as such Board may be renamed or reconstituted with similar functions).”



At the Council Chamber, Whitehall

THE 5th DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed amendments to the Bylaws of the Institute of Physics as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYLAWS OF THE INSTITUTE OF PHYSICS

1. **Delete** Bylaw 2 and **substitute**:

“2. In these Bylaws the following words or phrases shall have the following meanings.

Annual General Meeting	The annual general meeting of the Institute held in accordance with these Bylaws.
Associate Member	A person admitted into the Associate Member class of member of the Institute.
Branch	A grouping of members based on geographic locations within England.
these Bylaws	These Bylaws as from time to time amended in accordance with the Charter.
Chartered Physicist	A person entitled to use the title ‘Chartered Physicist’ pursuant to these Bylaws.
Code of Conduct	The Code of Conduct, applicable to all members, as approved and published by the Council from time to time.

Co-opted Trustee	A co-opted member of the Council and trustee who is appointed in accordance with the provisions of Bylaw 58.
Corporate Member	A person who, prior to 1 March 2001, was a member of the Institute, and was referred to at that time as a Corporate Member.
the Council	The Council of the Institute duly appointed from time to time.
Council Year	A period of twelve months commencing on such date as shall be determined and published by the Council on the Institute's website or such other place accessible to all members as the Council may determine from time to time.
Executive Officers	Persons holding designated executive positions of the Institute.
Extraordinary General Meeting	An extraordinary general meeting of the Institute held in accordance with these Bylaws (which may also be referred to as a Special General Meeting).
Fellow	A person admitted into the Fellow class of member of the Institute.
General Meeting	A general meeting of the members of the Institute and may include an Annual General Meeting or an Extraordinary General Meeting (which may also be referred to as a Special General Meeting).
General Trustee	An elected member of the Council and trustee who is not the President, President-elect, Honorary Secretary, Honorary Treasurer, or a Vice-President.
Governance Committee	A board, committee or ad hoc group established by the Council pursuant to Bylaw 74.1 to undertake governance functions for the Council and which is designated as a 'Governance Committee' by the Council.
Group	A grouping of members constituted pursuant to Bylaw 53.
Group Chief Executive Officer	The person who is from time to time appointed the IOP Group Chief Executive Officer.

IOP Group	The Institute and all subsidiary undertakings of it.
Honorary Fellow	A person admitted into the Honorary Fellow class of member of the Institute.
Honorary Secretary	The person who is from time to time the Honorary Secretary of the Institute and who shall also be a trustee and member of the Council.
Honorary Treasurer	The person who is from time to time the Honorary Treasurer of the Institute and who shall also be a trustee and member of the Council.
Member	A person admitted into the Member class of member of the Institute.
members	Those persons admitted as Honorary Fellows, Fellows, Members and Associate Members.
Nation	A grouping of members based on their national geographic location in one of Ireland (Northern Ireland and Republic of Ireland), Scotland or Wales.
Nominations Committee	The nominations committee (or its equivalent from time to time) established by the Council under Bylaw 74.1.
the Office	The principal office of the Institute from time to time.
President	The person who is from time to time the President of the Institute and who shall also be a trustee and member of the Council.
President-elect	The person who is from time to time the President-elect of the Institute who may also be referred to as the Deputy President and who shall also be a trustee and member of the Council.
Register	The register of members and of professional registrations, including those for which the Institute holds a licence to award, kept by the Institute pursuant to these Bylaws.
Regulations	The Regulations, as approved and published by the Council from time to time.

Scheme of Delegation	The Scheme of Delegation, as approved by the Council from time to time.
Vice-President	A person who is from time to time a vice-president of the Institute and who shall also be a trustee and member of the Council.
in writing	A reference to ‘in writing’ or ‘written’ includes email but not any other form of electronic communication and not fax.”.

2. In Bylaw 4:
 - (i) **delete** “Election to Honorary Fellowship” and **substitute** “Election to Honorary Fellow”;
 - (ii) after “Institute shall not” **insert** “(save always for professional registration fees)”;
 - (iii) **delete** “Honorary Fellowships” and **substitute** “Honorary Fellows’ appointments”.
3. In Bylaw 7 **delete** “Council” and **substitute** “Institute”.
4. In Bylaw 9.2(a) **delete** “Masters” and **substitute** “Master’s”.
5. In Bylaw 9.3 after “professional” **insert** “registrations and”.
6. **Delete** Bylaw 11 and **substitute**:

“11. The fees and subscriptions payable by all members of the Institute and by those with professional registrations and qualifications (save for externally set direct professional registration fees of EngineeringUK or the Science Council) shall be determined by resolution of the Institute in General Meeting, and any such resolution may specify, or vary the specification of, circumstances in which a reduction or waiver of fees or subscriptions may be permitted.”.
7. **Delete** Bylaw 13 and **substitute**:

“13. The Council may, in any special case, reduce or remit any fees or subscriptions due or payable by any member. All matters of doubt or of difficulty relating to subscriptions or fees shall be decided by the Council.”.
8. In Bylaw 14 **delete** “in the class to which they formerly belonged” and **substitute** “on such terms and to such class of membership as it may determine”.
9. In Bylaw 15 **delete** “as published by the Council from time to time”.
10. **Delete** Bylaw 22 and **substitute**:

“22. Statements concerning the expulsion or suspension of a member may, as determined by Council, be issued in an Institute publication and / or published on its website. The Council may determine by its sole discretion whether or not any

other announcements should be made in the public interest. If the member is holding a professional registration licensed to the IOP by another awarding or regulatory body, notification of any expulsion or suspension of that member shall be made to such awarding or regulatory body.”.

11. In Bylaw 23 *delete* “designation” and *substitute* “registration”.
12. In Bylaw 24 *delete* “initial letters or designation” and *substitute* “designatory letters”.
13. In Bylaw 27 after “or class” *insert* “of member”.
14. In Bylaw 28 *delete* “An Annual General Meeting may take place” and *substitute* “An Annual General Meeting and any other General Meeting may take place”.
15. In Bylaw 31 *delete* “at an Annual General Meeting” and *substitute* “at a General Meeting”.
16. In Bylaw 42 *delete* “the Office (or at such other address as may be notified by the Institute in respect of any specific General Meeting)” and *substitute* “, or submitted to, such physical or electronic address as may be notified by the Institute in respect of any specific General Meeting,”.
17. In Bylaws 49, 55, and 74.2 *delete* “within three years of leaving their post” and *substitute* “, unless expressly authorised by the Group Chief Executive Officer (in consultation with the President), within three years of ceasing to be an employee”.
18. In Bylaw 53 *delete* “knowledge” and *substitute* “a knowledge of, and education in, the science of physics, pure and applied”.
19. In Bylaw 57 after “the Council shall” *insert* “, subject to all such roles being appointed through the election process,”.
20. In Bylaw 59 *delete* “within three years of leaving their post” and *substitute* “within three years of ceasing to be an employee”.
21. *Delete* Bylaws 61 to 62 and *substitute*:
 - “61. Co-opted Trustees and trustees appointed pursuant to Bylaw 60.1 shall be deemed appointed from such date as may be specified by the Council. Elected trustees shall be appointed from the first day of the next Council Year and shall (subject to earlier resignation or being removed) be appointed for such term as is provided in Bylaw 62.
 62. The normal term of office of elected members of the Council shall be:
 - 62.1 the President shall hold office for two years after having held office as President-elect for two years;
 - 62.2 the Honorary Treasurer shall hold office for four years and shall be eligible for re-election for one further period of four years;

62.3 the Honorary Secretary shall hold office for four years and shall be eligible for re-election for one further period of four years;

62.4 Vice-Presidents shall hold office for four years; and

62.5 General Trustees shall hold office for four years.

Unless otherwise specified above, elected members of the Council shall not be eligible for re-election to the Council where their appointment would commence within twelve months after they last served on the Council. For the avoidance of doubt, this shall neither prevent a member standing for election for a term to commence within twelve months following the expiry of a co-opted term, nor shall it prevent a member being co-opted to Council within twelve months of being an elected member.”.

22. In Bylaw 64 *delete* “if the member” and *substitute* “if the Council member” wherever it occurs.

23. *Delete* Bylaw 65 and *substitute*:

“65. Each year, a notice of vacancies arising in the following Council Year to any one or more of the offices of President-elect (who shall subsequently become President), Vice-President, Honorary Treasurer, Honorary Secretary and General Trustee will be published by the Council. Any member may nominate themselves to one (but not more than one) of such vacancies by the due date specified by the Council provided always:

65.1 they have been a member for a continuous period of at least one year at the time of nomination and have renewed their membership;

65.2 in the case of a vacancy for the roles of President-elect/ President, Honorary Secretary, Honorary Treasurer or a Vice-President, the member shall be ordinarily resident in the United Kingdom or the Republic of Ireland at the time of election as well as (save with the express authority of the President at the relevant time) at all times during their period of office (in the case of the President this shall require the express authority of the Honorary Secretary and Honorary Treasurer). For these purposes ‘ordinarily resident’ shall mean where the member lives for more than half of any relevant calendar year; and

65.3 they meet such eligibility criteria and requirements as are published by the Council at the time.

The Council shall pass all such nominations to the Nominations Committee which shall then assess the candidates against the published eligibility criteria and also assess and select candidates to be put forward for election based on their having such skills and expertise as are necessary or desirable for the Council at the time of such election.”.

24. *Delete* Bylaw 69 and *substitute*:

- “69. The persons elected shall take office on the first day of the next Council Year following their election.”.
25. In Bylaw 70.1 *delete* “, any two Vice Presidents or any three General Trustees” and *substitute* “or any three other trustees”.
26. *Delete* Bylaws 82 to 83 and *substitute*:
- “82. Subject to the Scheme of Delegation, the role of the Honorary Secretary is to oversee the governance of the Institute in accordance with its Charter, Bylaws, Regulations, charity law and its strategic aims.
- 83 Subject to the Scheme of Delegation, the role of the Honorary Treasurer is to oversee the financial affairs of the Institute in accordance with its Charter, Bylaws, Regulations, financial and charity law, and its strategic aims.”.
27. *Delete* Bylaws 84.1 to 84.2 and *substitute*:
- “84.1 All members of the Council, all members of any board, committee or ad hoc group appointed pursuant to paragraph 74.1, all duly appointed officers and committee members of any Group, Nation or Branch, the Group Chief Executive Officer and Executive Officers and the other employees of the Institute, may be indemnified out of the funds and property of the Institute from and against all costs, charges, damages and expenses whatsoever which they shall sustain by reason of their respectively accepting office or acting properly in execution of the duties or power imposed upon or given to them by the Charter or under or by virtue of these Bylaws or otherwise in service to the Institute. This Bylaw does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
- 84.2 The Institute may decide to purchase and maintain insurance, at the expense of the Institute, for the benefit of members of the Council all members of any board, committee and ad hoc group appointed pursuant to paragraph 74.1, all duly appointed officers and committee members of any Group, Nation or Branch, the Group Chief Executive Officer and Executive Officers and the other employees of the Institute in respect of loss or liability which has been or may be incurred by such a person in connection with their duties or powers or service in relation to the Institute.”.
28. In Bylaw 85:
- (i) after “Regulations” *insert* “or in the Scheme of Delegation”;
- (ii) *delete* “Chief Executive Officer” and *substitute* “Group Chief Executive Officer” wherever it occurs.
29. *Delete* Bylaw 86 and *substitute*:

“86. The Group Chief Executive Officer, as head of the Executive Officers of the Institute, will be responsible to the Council through the Honorary Secretary, Honorary Treasurer and President.”.

30. **Delete** Bylaw 96.2(a) and **substitute**:

“(a) by sending it through the post in a prepaid letter to the Office addressed to the Group Chief Executive Officer; or”.



At the Council Chamber, Whitehall

THE 21st DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved amendments to the Statutes of The British and Foreign School Society as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE STATUTES OF THE BRITISH AND FOREIGN SCHOOL SOCIETY

1. **Delete** “British and Foreign and School Society” wherever it appears and **substitute** “Educational Opportunity Foundation”.
2. **Delete** “Society” wherever it appears and **substitute** “Foundation”.
3. In Statute 1 **delete** “the Charter: the Royal Charter granted to the British and Foreign School Society on 31 May 1906” and **substitute** “the Charter: the Royal Charter granted to the Foundation (previously named the British and Foreign School Society) on 31 May 1906”.



At the Council Chamber, Whitehall

THE 21st DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the amendments to the Bye-Laws of The Institution of Engineering and Technology as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE INSTITUTION OF ENGINEERING AND TECHNOLOGY

1. In Bye-Law 3:

(a) ***delete*** “‘Conduct Regulations’ means the Regulations made pursuant to Bye-Law 31.”;

(b) after the definition of ‘communication’ ***insert*** the following three definitions:

“‘Conflict’ means any situation in which a member of the Board has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the IET or which conflicts or possibly might conflict with that person’s duty to act solely in the interests of the IET.

‘Conflicted’ refers to a situation when a Conflict arises for a member of the Board.

‘Connected Person’ means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a member of the Board or with any person in (a) or (b); or

- (d) an institution which is controlled by either a member of the Board, any person in (a), (b) or (c), or a member of the Board and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a member of the Board or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Bye-Law.”;

(c) **delete** “‘Disciplinary Regulations’ means the Regulations made pursuant to Bye-Law 33.”;

(d) **delete** “‘Effective Date’ means 1 October 2016.”;

(e) after the definition of ‘similarly qualified’ **insert** the following definition:

“‘Subsidiary’ means any company in which the IET (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more director(s) to the company.”.

2. In Bye-Law 7 **delete** “before becoming a member sign an undertaking” and **substitute** “agree”.

3. **Delete** Bye-Law 22 and **substitute**:

“22. Subject to such Regulations and on payment of such fees as the Board may prescribe, the Board may issue to any Member, Fellow or Honorary Fellow a certificate, showing the category of membership to which the member belongs. Similarly any registered member may be issued with a diploma under seal stating the title that the member is entitled to use. Every such certificate or diploma shall remain the property of, and shall on demand be returned to, the IET.”.

4. **Delete** Bye-Laws 25 to 26 and **substitute**:

“25. The Board shall have the right to withdraw membership of any category from members whose annual subscription is not paid or who fails to respond to requests for continuing professional development submissions. The terms and conditions for such withdrawal (under Bye-Law 14) shall provide for such withdrawal.

26. Persons in any category of membership may retire from the IET by sending their resignation in writing to the Chief Executive and Secretary, who may accept that resignation after payment of all the subscriptions due from them, including that for the current year, provided that any member who resigns or whose membership lapses through non-payment of fees or subscriptions after a complaint against them has been lodged with the IET shall be deemed to remain in membership solely for the purpose of dealing with that allegation of improper Professional

Conduct until completion of the disciplinary process has been carried out in accordance with the Regulations made under Bye-Law 33.”.

5. **Delete** Bye-Law 28 and **substitute**:

“28. If any member becomes in the written opinion of a registered medical practitioner who is treating the member, physically or mentally incapable of acting as a member and may remain so for more than three months, the Board may in its discretion terminate or suspend that member’s membership. A member whose membership has been so terminated or suspended shall have the right to appeal against the decision to an independent tribunal established by the Board.”.

6. In Bye-Law 29 after “act with” **insert** “respect, dignity,”.

7. **Delete** Bye-Laws 30 to 33 and **substitute**:

“30. Persons in any category of membership shall:

- (a) maintain their skills and knowledge and comply with the continuing professional development expectation set out by the Board for their category of membership;
- (b) exercise their professional skill and judgement to the best of their ability;
- (c) discharge their professional responsibilities with respect, dignity and integrity;
- (d) and encourage the vocational progress of those in their professional charge.

31. For the purposes of satisfying the requirements of Bye-Laws 29 and 30, the Board shall make, and periodically review, Regulations setting out a Code of Professional Conduct to be observed by members in any category with regard to their conduct. The Board may publish guidance on the specific conduct which is to be regarded as a breach of the Code of Professional Conduct and/or “improper conduct” under Bye-Law 32. In so doing, the Board shall have due regard to the guidance published by the Engineering Council or any successor regulatory body. Members shall comply with the Code of Professional Conduct. No such Regulation, variation or rescission shall be in any way repugnant to the Charter or these Bye-Laws.”.

32. For the purpose of these Bye-Laws ‘improper conduct’ shall mean:

- (a) the making of any false representation in applying for admission, transfer or re-admission to any category of membership of the IET, or applying to become a registered member, or
- (b) any breach of the Code of Professional Conduct made under Bye-Law 31, or

- (c) any breach of these Bye-Laws (other than those Bye-Laws where the Board has identified in Regulations or other document that a process other than that at Bye-Law 33 will be followed), or
 - (d) any conduct injurious to the IET, including (without limitation) a conviction of any criminal offence where the circumstances leading to such conviction may indicate unfitness to be a member.”.
33. The Board shall make Regulations to deal with any allegation of improper conduct which may be brought before it and, in doing so, the Board shall have due regard to the guidance published by the Engineering Council or a successor regulatory body. All members shall comply with and co-operate with the disciplinary procedure set out in Regulations made under this Bye-Law; which shall provide for a hearing which complies with the law of natural justice before a panel of members who have no conflict of interest. The member who is the subject of an alleged breach shall be entitled to be represented, have the opportunity to cross examine witnesses and to call witnesses, and have the right to appeal to an independent tribunal established under Regulations made by the Board. A member who is found to have engaged in improper conduct may be expelled from the IET, suspended from membership of the IET for any period, or subjected to such other sanction(s) as the Board may identify in Regulations made under Bye-Law 33. The Board may impose other sanctions. Should such expulsion or suspension result in termination of registration, an appeal may be made to the appropriate regulatory or registering body on such grounds as that body permits.”.
10. In Bye-Law 34 *delete* “member” and *substitute* “person” wherever it occurs.
11. After Bye-Law 38 *insert* the following two new Bye-Laws:
- “38A. In determining attendance at a General Meeting (including at the Annual General Meeting), it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a General Meeting (including the Annual General Meeting) if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
 - 38B. A person is able to exercise the right to vote at a General Meeting (including the Annual General Meeting) when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.”.
12. In Bye-Law 40 *delete* “50 Honorary Fellows” and *substitute* “0.5% of the Honorary Fellows” wherever it occurs.

13. In Bye-Laws 49 and 53 after “time and place” *insert* “and/or electronic means of attendance”.
14. *Delete* Bye-Laws 54 to 55 and *substitute*:

“54. Deliberately left blank.

55. Deliberately left blank.”.
15. In Bye-Law 63 *delete* “With effect from the session beginning on the third anniversary of the Effective Date, at” and *substitute* “At”.
16. In Bye-Law 64(b) *delete* “, with effect from the session beginning on the second anniversary of the Effective Date”.
17. In Bye-Law 67 *delete* “Honorary Fellows, Fellows and Members and, unless the Board resolves to the contrary in any particular case, shall be either registered members or similarly qualified” and *substitute* “any persons with, in the reasonable opinion of the Board, the appropriate skills and experience for the role. The requirements of Bye-Laws 64(b) and 73(d) that members of the Board must be Honorary Fellows, Fellows or Members does not apply to those co-opted”.
18. In Bye-Law 73:
 - (i) in sub-paragraph (a) *delete* “by reason of mental disorder within the meaning of the Mental Health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of the Board” and *substitute* “in the written opinion of a registered medical practitioner who is treating that person, physically or mentally of acting as a member of the Board and may remain so for more than three months”;
 - (ii) in sub-paragraph (b) after “being” *insert* “a company director or disqualified by law from being”.
19. After Bye-Law 89 *insert* the following new Bye-Laws:

“Conflicts of Interest

- 89A. A member of the Board must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the Board, the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the IET or in any transaction or arrangement entered into by the IET which has not previously been declared.
- 89B. A member of the Board who is or becomes Conflicted in relation to any matter to be discussed by the Board must:

- (a) absent themselves from those discussions, unless the un-conflicted members of the Board invite the Conflicted member of the Board to remain in order to provide information to assist them in their discussions; and
- (b) be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Board, and shall not be counted in the quorum for that part of the discussion.

89C. A member of the Board, notwithstanding their office or that such situation or interest may conflict with the interests of or their duties to the IET, may:

- (a) subject to Article 5 of the Charter, from time to time hold office as a director or other officer of any Subsidiary; and
- (b) make full disclosure of any information relating to the IET to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Board,

and a member of the Board who has an interest under this Bye-Law will declare to the Board the nature and extent of their interest as soon as practicable after such interest arises.

89D. If a Conflict arises for a member of the Board because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Charter or the Bye-Laws, the un-conflicted members of the Board may authorise that Conflict where the following conditions apply:

- (a) the Conflicted member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the Conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting;
- (c) the un-conflicted members of the Board consider it is in the interests of the IET to authorise the Conflict in the circumstances applying; and
- (d) the Conflict does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.

89E. Any authorisation of a Conflict under Bye-Law 89D:

- (a) may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

- (b) may impose upon the Conflicted member of the Board such other terms for the purposes of dealing with the Conflict as the un-conflicted members of the Board think fit; and
- (c) may provide that, where the Conflicted member of the Board obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a member of the Board) information that is confidential to a third party, they shall not be obliged to disclose that information to the IET, or to use it in relation to the IET's affairs where to do so would amount to a breach of that confidence.

89F. Where the un-conflicted member of the Board authorise a Conflict under Bye-Law 89D, the Conflicted member of the Board shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the un-conflicted members of the Board in relation to the Conflict.

89G. The Trustees may revoke or vary any authorisation given under Bye-Law 89D at any time, but this shall not affect anything done by the Conflicted member of the Board prior to such revocation or variation in accordance with the terms of such authorisation.”.

20. **Delete** Bye-Law 97 and its heading and **substitute**:

“97. Deliberately left blank.”.

21. In Bye-Law 99 **delete** “94” and **substitute** “98”.

22. **Delete** Bye-Law 104.



At the Council Chamber, Whitehall

THE 26th DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

In accordance with section 124A(3) of the Education Reform Act 1988(a) (“the Act”), the Privy Council by Order dated 16th February 1993 made an instrument of government for the University of Wales Institute, Cardiff, being a higher education corporation with respect to which Schedule 7 to the Act has effect.

Section 124A(3)(b) of the Act provides that the Privy Council may by Order modify an instrument of government of any such higher education corporation.

In accordance with their instrument of government, the corporation changed its name to “Cardiff Metropolitan University” with the consent of the Privy Council by Order dated 12th October 2011.

Accordingly, Their Lordships, in exercise of the powers conferred on Them by section 124A(3)(b), are pleased to modify the instrument of government in accordance with the provision set out in the Schedule to this Order with effect from 1st March 2024.

Richard Tilbrook, CVO

SCHEDULE

MODIFICATIONS TO THE INSTRUMENT OF GOVERNMENT OF CARDIFF METROPOLITAN
UNIVERSITY REFERRED TO IN THE FOREGOING ORDER

INSTRUMENT OF GOVERNMENT

The Privy Council in pursuance of the provisions of the Education Reform Act 1988 as amended by the Further and Higher Education Act 1992 hereby order as follows:

1. INTERPRETATION

(1) In this Instrument, the following expressions shall have the following meanings:

“the Academic Board” means the Academic Board of the University

“the Act”	means the Education Reform Act 1988 as amended from time to time
“the Articles”	means the Articles of Government in accordance with which the University is conducted
“the Board of Governors”	means the members of the governing body of the University who are also its charity trustees
“Co-opted Members”	means individual members of the Board of Governors:- <ul style="list-style-type: none"> a) who are appointed by the members of the Board of Governors who are not Co-opted Members; b) of which at least one shall have experience in the provision of education; and c) may be a member of staff or a student of the University or an elected member of any local authority
“Independent Members”	means individual members of the Board of Governors who are neither a member of staff nor Student or an elected member of any local authority and whom have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession
“the Instrument”	means the Instrument of Government of the University
“Student”	means any student enrolled on a programme of study at the University and any individual who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when the student has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him/her in the student union at the University
“the Vice-Chancellor and Principal”	means the principal academic and chief executive officer of the University
“the University”	means Cardiff Metropolitan University, a higher education corporation established under the Act

- (2) the Interpretation Act 1978 (and, where applicable, the Legislation (Wales) Act 2019) shall apply for the interpretation of the Instrument as it applies for the interpretation of an Act of Parliament.

2. NAME OF THE UNIVERSITY

- (1) The Board of Governors may resolve to change the name of the University with the consent of the Privy Council.

3. MEMBERSHIP OF THE BOARD OF GOVERNORS

- (1) The Board of Governors shall consist of at least twelve and not more than twenty-four members as follows:
 - (a) the Vice-Chancellor and Principal, unless the Vice-Chancellor and Principal chooses not to be a member;
 - (b) up to thirteen Independent Members;
 - (c) up to two members of the academic staff at the University nominated by the Academic Board
 - (d) up to two may be Students nominated by the Students; and
 - (e) at least one and not more than nine shall be Co-opted Members.
- (2) The Board of Governors shall be the appointing authority in relation to the appointment of any member of the Board of Governors and it shall be the Board of Governors which shall determine whether any person is qualified in for appointment in a particular category of membership of the Board of Governors.

4. MEMBERSHIP NUMBERS AND TERMS OF OFFICE

- (1) The Board of Governors shall, from time to time, determine the number of members in each of the categories of membership, subject to the limits set out in paragraph 3.(1) above. Any such determination shall not have the effect of terminating the appointment of any existing member of the Board of Governors.
- (2) The Board of Governors shall:-
 - (a) at all times, ensure that at least half of its membership shall be Independent Members;
 - (b) determine the period of office of members in each of the categories of membership set out in paragraph 3. (1).
- (3) A member of the Board of Governors automatically ceases to be a member if they:
 - (a) are disqualified under the Charities Act from acting as a charity trustee;
 - (b) are incapable, whether mentally or physically, of managing their own affairs;
 - (c) are absent without the prior approval of the Chair from four consecutive meetings of the Board of Governors and is asked by a majority of the other members of the Board of Governors to resign;

- (d) resign by written notice to the University Secretary; or
- (e) are removed by a resolution passed by a majority of the other members of the Board of Governors after they have invited the views of the member concerned and considered the matter in the light of any such views.

5. VACANCIES IN THE MEMBERSHIP OF THE BOARD OF GOVERNORS

- (1) Where a vacancy in the office of an Independent Member arises on any existing Independent Member ceasing to hold office on the expiry of his/her term of office:
 - (a) his/her successor shall not be appointed more than six months before the expiry of that term; and
 - (b) the appointing authority in relation to the appointment of his/her successor:
 - (i) shall be the Board of Governors (with the approval of the current Independent Members by majority decision) if the appointment is made not less than three months before the expiry of that term; or
 - (ii) if the appointment is not so made, shall be the current Independent Members.
- (2) Where a vacancy in the office of an Independent Member arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of a successor:
 - (a) shall be the Board of Governors (with the approval of the current Independent Members by majority decision) if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or
 - (b) if the appointment is not made within that period, shall be the current Independent Members.
- (3) If the number of Independent Members falls below the number needed in accordance with the Articles of Government for a quorum, the Welsh Ministers are the appointing authority in relation to the appointment of such number of Independent Members as is required for a quorum.

6. OFFICERS

The Board of Governors shall appoint from among its Independent Members a Chair and any other officers which the Board may determine from time to time.

7. COMMITTEES

The Board of Governors may establish committees which may include persons who are not members of the Board of Governors.

8. ALLOWANCES

The Board of Governors shall determine any allowances to be paid to members of the Board of Governors in accordance with charity law.

9. SEAL OF UNIVERSITY

The application of the seal of the University shall be authenticated by the signature of any two members of the Board of Governors or by the signature of any one member of the Board of Governors and the University Secretary.

10. DATE OF INSTRUMENT

This Instrument shall come into effect on 1st March 2024.



At the Council Chamber, Whitehall

THE 22nd DAY OF FEBRUARY 2024

BY THE LORDS OF HIS MAJESTY’S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the amendments to the Bye-Laws of The Royal College of Psychiatrists as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE ROYAL COLLEGE OF PSYCHIATRISTS

1. In Section I under ‘definitions’:
 - i) **delete** “‘the UK Council’ or ‘the UK Council of the College’ means the Council of the College as defined in Section XIX of these Bye-Laws;”;
 - ii) after the definition of ‘Committees’ **insert** “‘the Council’ or ‘the Council of the College’ means the Council of the College as defined in Section XIX of these Bye-Laws;”.
2. **Delete** “UK Council” wherever it appears and **substitute** “Council”.
3. In Section VIII 5(b) **delete** “(a)” and **substitute** “5(a)”.
4. In the title for Section XIX after “Council” **insert** “of the College”.
5. In Section XIX paragraph 3:
 - i) **reletter** subparagraphs (c) to (g) as (d) to (h);
 - ii) **delete** subparagraph (c) and **substitute**:
“(c) the Chair of each International Division;”;
 - iii) **delete** existing “subparagraph (e)” and **substitute** “subparagraph (f)”.

6. In Section XXV *insert* new paragraph:

“3. Attendance of any Meetings of the College or of the Council by any Chair of an International Division shall usually be by Virtual Means and no travel or other expenses shall be reimbursed to such Chair if they attend in person subject as otherwise provided in the Regulations.”.



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