



STANDING FOR ELECTION
to the
**BIID COUNCIL OF
DIRECTORS**



Contents

Overview	3
Legal responsibilities	3
Legal liabilities	4
Additional responsibilities	5
Number of Directors	5
Term of Office	5
Leave of absence	6
Expenses	6
Disqualification of directors	6
Election of directors	6
Campaigning Rules	8
Successful Candidates	8
Further Questions	9



Overview

The Council of Directors is the governing body of the British Institute of Interior Design (BIID). They oversee the strategic direction and financial stability of the organisation, supported by the BIID's staff team, committees, panels and working parties. Becoming a BIID Council Director is a way to help shape the future of the BIID and give back to the industry. You can find out who the current BIID Council Directors are [here](#).

Any member who becomes a BIID director will need to comply with a set of legal duties, set out in the Companies Act, including promoting the success of an organisation, exercising independent judgement and managing conflicts of interest. In addition, directors are required to act in accordance with the BIID's governing document, the BIID Articles of Association. The [BIID's Articles of Association](#) allow up to 10 directors on Council to be directly elected by their fellow members to serve an initial term two year term of office, which can be followed by a second two year term of office if the director wishes to stand again and is duly elected. These elections are held in advance of the Annual General Meeting (AGM), held in September each year, where eligible members are able to nominate themselves to stand for election.

The purpose of this document is to give potential candidates an overview of the responsibilities and time commitment involved in joining the BIID Council.

Legal responsibilities

The BIID is a not-for-profit limited company. This means that we are governed by the Companies Act which sets out the responsibilities of directors. These responsibilities are, as listed on the [Companies House](#) website:

- **Company's constitution:** You must follow the company's constitution and its articles of association. These are written rules about running the company, agreed by the members, directors and the company secretary. The constitution sets out what powers you have as a director, and the purpose of those powers.
- **Promote the success of the company:** You must act in the company's best interests to promote its success. You must consider the: consequences of decisions, including the long-term interests of its employees need to support business relationships with suppliers, customers and others impact of its operations on the community and environment company's reputation for high standards of business conduct; need to act fairly to all members of the company. If the company becomes insolvent, your responsibilities as director will apply towards the creditors, instead of the company. A creditor is anyone owed money by the company.
- **Independent judgement:** You must not allow other people to control your powers as a director. You can accept advice, but you must use your own independent judgement to make final decisions.
- **Exercise reasonable care, skill and diligence:** You must perform to the best of your ability. The more qualified or experienced you are, the greater the standard expected of you. You must use any relevant knowledge, skill or experience you have (for example, if you're a qualified accountant).

- Avoid conflicts of interest: You must avoid situations where your loyalties might be divided. You should consider the positions and interests of your family, to avoid possible conflicts. You should tell other directors and members about any possible conflict of interest, and follow any process set out in the company's articles of association. This duty continues to apply if you're no longer a director. You must not take advantage of any property, information or opportunity you became aware of as a director.
- Third party benefits: You must not accept benefits from a third party that are offered to you because you're a director. This could cause a conflict of interest. The company may allow you to accept benefits like reasonable corporate hospitality, if it's clear there's no conflict of interest.
- Interests in a transaction: You must tell the other directors and members if you might personally benefit from a transaction the company makes. For example, if the company plans to enter a contract with a business owned by a member of your family.
- Other duties: not misusing the company's property; applying confidentiality about the company's affairs.

Legal liabilities

By standing for election and accepting a position as a Director of the BIID, you are agreeing to take on a number of legal obligations as outlined in the Companies Act and summarised in the previous section on Legal Responsibilities. As a Director, you may be held personally accountable in certain circumstances if the organisation fails to meet its legal obligations.

To help protect Directors from potential personal liability, the BIID has in place comprehensive insurance coverage, including a Management Liability policy (also known as Directors' and Officers' liability insurance). This policy covers legal costs and certain financial losses arising from claims or investigations against Directors, such as claims of wrongful acts, breaches of duty, or regulatory inquiries. Additionally, the policy provides access to professional legal support.

However, it is important to note that while this insurance significantly mitigates personal financial risk, it does not offer absolute protection. Certain claims — such as those involving deliberate misconduct, fraud, or criminal acts — may not be covered. Moreover, insurance policies are subject to specific terms, conditions, limits, and exclusions. In the unlikely event of serious legal or regulatory action, there is always a degree of residual risk that cannot be entirely eliminated.

Serving as a Director is an honour and a responsibility. It requires integrity, diligence, and a clear understanding of your legal duties. We strongly encourage all prospective candidates to carefully consider the scope of this commitment before standing for election.



Additional responsibilities

In addition to their statutory duties, BIID Council Directors are expected to undertake the following responsibilities:

- **Attending Council meetings:** Typically held online six times per year and lasting about two hours. Agendas and supporting documents are shared in advance, and Directors are expected to review these materials beforehand.
- **Attending the Annual Planning Day:** An in-person, full-day strategic session held each October in Central London.
- **Attending key events:** This includes the Annual General Meeting (September) and the BIID Interior Design Awards (October), both in Central London.
- **Committee, Panel, or Working Parties:** Most Directors also serve on committees or working groups. Existing chairs usually retain their roles, while newly elected Directors collaborate with the Council to identify roles that align with their skills and the Institute's needs. Time commitments vary depending on the project.

Number of Directors

The Articles of Association specify that the minimum number of directors on Council is six and the maximum is twelve. Of these, a maximum of 10 can be Registered Interior Designers directly elected by their fellow members.

Term of Office

The Articles of Association specify that a director may stand for election for an initial two-year term of office. After which they can decide to stand again for election for a second two-year term of office. After that they must retire from Council, unless they are elected as President Elect, President or Past President during their third or fourth year as Director, in which event they shall not be required to retire until they have served their full term as President Elect, President and Past President. In exceptional circumstances, Council may resolve to extend a Director's second term of office by one additional year.

Leave of absence

A director may be granted a leave of absence by the Council at its discretion, for example due to illness or parental leave. During such period of absence, the absentee director shall not be a director for any purpose. An absence period for less than one year shall not entitle the absentee to extend, on return, his or her period of office as a director, but a period of over one year shall entitle the absentee to serve on return for an extra two year term to begin at the end of the term during which leave was taken.

Expenses

Directors are able to claim reasonable expenses related to their work for the BIID, for example travel expenses to attend BIID events.

Disqualification of directors

The BIID Articles of Association specifies the various grounds for the disqualification of a director. These include:

- If they become bankrupt or makes any arrangement or composition with his creditors.
- If they are suffering from mental disorder.
- If they are convicted on indictment of an offence (which conviction shall not be quashed on appeal) and a majority of the other members of the Council pass a resolution to the effect that they shall no longer be deemed to be a Director.
- If they are prohibited from being a Director by virtue of any provision of the Act or they become prohibited by law from being a Director.
- If by notice in writing given to the Association they resign their office.
- If they cease to be a Member.
- If they fail to make payment of any sums owed to the Association either on the due date or within 14 days of the due date (unless the provisions of Articles shall apply) or if they fail to make payment on any agreed deferral date.
- If they fail without good and proper reasons to attend any two consecutive Council meetings. The Council in its absolute discretion shall be entitled to waive the requirement of a written notice if it considers that the circumstances justify such waiver.

Election of directors

In order to ensure the integrity and transparency of the election process, the BIID uses a specialist third party provider to manage both the nomination and election process. The exact deadlines and submission process for any particular election cycle will be communicated to members via the BIID's various communication channels.



Nomination process

A dedicated secure online nomination site will be created and shared with members. This will enable interested members to put themselves forward for consideration. This site will also list the number of available spaces on Council for that election year.

The requirements to stand for election are:

- You must be a BIID Registered Interior Designer member of the BIID in good standing;
- You must submit to the nomination website by the required deadline a headshot photo of yourself and a written statement giving a summary of the relevant skills, experience and approach you will bring to Council if elected.
- Your nomination must be supported by two other BIID Registered Interior Designer members in good standing who will be required to attest to their support via the same nomination website, by the required deadline.

Voting process

After the nominations deadline has passed, all candidates who have met the criteria outlined above by the specified deadline will be put forward for voting. A dedicated secure online voting site will be created and all eligible voting members will be sent a link to vote for their preferred candidates. Candidates may campaign to secure votes for themselves – the campaigning rules are outlined below.

A ranked choice voting system will be used to ensure there are no tied results.

The deadline for voting will be scheduled for a few days in advance of the Annual General Meeting (AGM). This will enable enough time for the BIID to inform candidates of the results of the election before they are announced to the wider membership at the AGM itself.

Integrity of the election process

In order to ensure the integrity of the election process, neither the BIID staff team nor the BIID Council of Directors has any access to see how individual members have voted. The specialist third party provider we contract with communicates the final results to the BIID.



Campaigning Rules

Promotion of candidates by the BIID

The BIID will endeavour to promote all candidates as fully as possible in order to inform and educate voting members. This promotion is in the form of website articles, newsletter items, social media posts and press releases. This promotion requires the participation of candidates in forms that may include: written answers to questions, recording video footage of themselves, providing photographs of themselves and other related tasks. The BIID will do its best to provide all candidates with ample time to provide this information. These forms of promotion are not compulsory for candidates to participate in but we would like to highlight that if you don't choose to participate you may not get the same level of promotion from the BIID as other candidates.

Campaigning by candidates

Candidates are encouraged to campaign to encourage their fellow members to vote for them. This can be in the form of: Posts on your own social media accounts, website, blog; Posts, interviews, articles etc on other social media accounts, websites, blogs, media platforms; Direct communication with BIID Registered Interior Designers (as long as it complies with all current UK data and privacy legislation).

Use of the BIID logo

Candidates are permitted to use the BIID logo to promote their candidacy but must at all times comply with the BIID Logo Guidelines (these guidelines are available from the [BIID Member Area](#)).

Sponsorship & Expenses

You may not accept any form of commercial sponsorship for your election campaign. You may not spend more than £100 on your election campaign.

Successful Candidates

If a candidate is successful in standing for election, the BIID staff team will be in touch shortly after the AGM with next steps. These include:

- Asking for required details so they can be added to the public Companies House register of Company Officers.
- Sharing relevant induction materials in order that they can better understand their new role.
- Sharing key upcoming dates for their diary.
- Providing information on how to claim expenses.



Further Questions

If you are considering standing for election to the BIID Council of Directors and have any questions not covered by this document, please don't hesitate to get in touch with us at info@biid.org.uk



www.biid.org.uk

Last updated: 30/04/2025