**Rules relating to the Nomination of Directors from Groups**

As part of the legal review of the Institute’s Articles of Association, the Board has given consideration to imposing rules relating to the number of persons from groups of Members who can be nominated as a Director of the Institute at any one time.

The Board wishes to ensure a broad representation of Members and interests on the Board. The Board recognises that there are a number of Members who are members of groups of agencies and that, while most operate independently, they are linked through shareholding and other arrangements.

Following a number of discussions, the Board has decided to introduce the following rules which will take effect if/when the proposed changes to the Institute’s Articles of Association are adopted by the Members.

1. where two or more Members which are media agencies are related they shall not be entitled, in aggregate, to (aa) nominate more than two persons for election as Directors and (bb) save only where Article paragraph (iii) below applies, have more than two Directors appointed to the Board at any time. In the event that the number of nominees exceeds the foregoing limits, the Board may, at its sole discretion, determine which person(s) shall be eligible for election;
2. where two or more Members which are creative agencies are related they shall not be entitled, in aggregate, to (aa) nominate more than [two] persons for election as Directors and (bb) save only where paragraph (iii) below applies, have more than two Directors appointed to the Board at any time. In the event that the number of nominees exceeds the foregoing limits, the Board may, at its sole discretion, determine which person(s) shall be eligible for election;
3. A Director who moves their employment from one Member to another Member during the year shall be entitled to remain on the Board for the remainder of their term, irrespective of the number of persons serving on the Board who were nominated by the Member (or a Related Member) to which the Director has moved; and
4. In these Rules a Member is “Related” to another Member if they are members of one of the [six] groups of agencies shown in Appendix A to these Rules.
5. These rules don’t apply to the ‘Board Nominated Director’ known colloquially as the FutureHead representative