



COMPLAINTS AND DISCIPLINARY PROCEDURE FOR MEMBERS

This document sets out a formal procedure to deal with complaints by members, breaches of the Bullying and Harassment Code of Conduct, of the Directors UK Members Policy for Unacceptable Behaviour, and the DUK Code of Conduct for Members by a member of Directors UK or if a member's conduct brings the standing of Directors UK into disrepute.

As a result of a member breaching any of the Directors UK Codes the CEO may be required by law to impose immediate disciplinary action on the member, including temporary suspension of the benefits of membership of the Directors UK in order to satisfy the company's duty of care to protect their employees against inappropriate behaviour under the Health and Safety at Work Act 1974.

Appeals Procedure

- Any member whose membership is suspended, withdrawn or restricted by Directors UK has 15 working days of receiving notice of a sanction, to lodge an appeal in writing against Directors UK's decision to an Appeals Committee which shall exist for the purpose of hearing such appeals under a process determined by it and whose decision shall be final.
- To make a formal complaint or lodge an appeal a member can email the CEO at complaints@directors.uk.com or write to the CEO at Directors UK Limited, 22 Stukeley Street, London, WC2B 5LR.
- When we receive a formal request to appeal or a complaint, we will conduct an inquiry in a timely and confidential manner.
- The procedure shall be conducted by persons with no prior involvement in the complaint. The procedure will be thorough, impartial and objective.

The following process will be adopted in so far as it is reasonably practicable to do so:

Stage 1:

- (a) The CEO shall initially examine and review the complaint or request to appeal and all the evidence that has been submitted by the member.
- (b) If a complaint is made that is about the CEO or is connected to the CEO a member of the Board of Directors UK or an independent third party shall be appointed to take the place of the CEO to undertake the CEO'S duties and shall conduct the initial stage 1.
- (c) The member will be given the opportunity to provide any evidence or details that will help to establish their position.
- (d) The CEO or other appointed person shall be able to impose an immediate sanction against the member if it is deemed necessary and in accordance with an employer's duty of care.
- (e) The member shall be informed of any decision and any action to be taken in writing within 14 working days.

Stage 2:

- The Articles of Association of Directors UK provides for an appeal process in the event of the CEO or Board determining that an individual should be suspended or expelled from the privileges of membership of the Directors UK.
- Any complaint relating to an imposed suspension and termination of membership shall automatically go to stage 2.

- Once a complaint relating to an imposed sanction has been received Directors UK shall respond to you within thirty working days of receiving the complaint to appeal detailing the timeline and procedure for the appeal.
- (a) The Board shall appoint an Appeals Committee, to consist of no fewer than three people, to include the Chair or the Vice Chair of the Board, if wholly unconnected to the complainant. If necessary, the Board shall be free to appoint persons who are not members of Directors UK for independence and fairness.
 - (b) Upon receipt of a complaint or such notice of appeal, the Appeals Committee shall be convened as soon as thereafter as may be and shall examine the complaint and evidence gathered and may make such decision thereon as to them seems appropriate in accordance with (c) and (d).
 - (c) Before the appeal is decided the member shall be entitled to be heard in person by the Appeals Committee who shall hear any witnesses called by the member and shall hear any other person they deem it desirable to hear in relation to the appeal, provided that in such case the member shall be given the opportunity to be heard after such other person or persons have been heard.
 - (d) The Appeals Committee shall prepare a final report to the Board within 14 working days of the hearing and the committee shall be entitled to either uphold, reject, vary, any sanction imposed against which the appeal is made, and such determination shall be acted upon by Directors UK and its officers.
 - (e) If the Appeal Committee did not agree collectively on its findings, the dissenting views must be presented as well as the majority view.
 - (f) Any period of suspension shall not exceed 3 years.
 - (g) During any period of suspension, Directors UK will not deduct or charge any membership fees from the member.
 - (h) The member shall automatically be re admitted to the membership at the end of the period of suspension.
 - (i) Any penalty imposed and upheld by the Appeals Committee shall not be arbitrary or discriminatory. In considering upholding any suspension or expulsion from the privileges of membership, the Appeals Committee may seek qualified legal advice.
 - (j) Any expulsion from Directors UK will only be made after due considerations of natural justice. The Board may impose a penalty of permanent expulsion from the privileges of membership and the Board shall be under no obligation to consider an application by the member for re admission under this Code.
 - (k) Suspension or expulsion from the privileges of membership shall not remove the obligation on Directors UK to continue to collect and pay any fees that are due to the member.
 - (l) When a decision of expulsion is made, the Appeals Committee shall be permitted to remove the member's voting rights on company matters at their discretion.
 - (m) If the Member is not satisfied with the decision made by the Appeals Committee, they may refer the matter to Ombudsman Services, www.ombudsman-services.org/ The Ombudsman has no power to reinstate membership of Directors UK if suspended or terminated, although they may recommend that the Board of Directors UK review the decision to terminate your membership if Directors UK is found to have failed to follow a fair process.

Re-admission to Directors UK

- (a) A member who has been excluded from the privileges of membership or struck off the register of members and their voting rights removed hereinafter may be eligible at the Board's discretion to apply to the Board in writing for re-admission to the full benefits of membership and voting rights.
- (b) Such an application shall be required to be proposed and seconded by full members in benefit and shall state all the facts relevant to the exclusion or cessation of membership and the grounds upon which the application for re-admission is made.
- (c) An application for re-admission to the full benefits of membership shall be considered by the Board of Directors UK which may invite the member to attend to answer questions and the Board shall vote to reject or re-admit the member upon such terms as it may decide by a two thirds majority of those present.

A person re-admitted may be required to pay outstanding subscriptions as determined by the Board and if further determined by the Board a readmission fee, the amount to be determined at the discretion of the Board.

Monitoring and Review

The Management Board and the Board will review and monitor this procedure on an ongoing basis, taking into account legislative requirements, experience and identified good practice.