

**CIPD**



## Charter and Byelaws

As granted by the Privy Council

effective 1 July 2000

and revised and approved by the Privy Council on the 6 November 2024

## ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms & Territories  
Queen, Head of the Commonwealth, Defender of the Faith:

To all whom these presents shall come, greeting!

AS the Institute of Personnel and Development ('the former Institute') being a company limited by guarantee and registered under the Companies Acts 1985 and 1989 formed in the year of our Lord 1994 following the amalgamation of the Institute of Personnel Management (formed in 1924) and the Institute of Training and Development (formed in 1964) has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now corporate members of the former Institute and all other persons who may hereafter become Chartered Members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of 'The Chartered Institute of Personnel and Development' and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate. The four classes of non-corporate membership of the former Institute shall become Non-voting members of the Institute.

2. In this Our Charter unless the context otherwise requires:

|                             |   |
|-----------------------------|---|
| <b>'the Board'</b>          | shall mean the Board of the Institute as from time to time constituted in accordance with the Byelaws, each member of which shall be a charity trustee for the purposes of charity law;   |
| <b>'the Byelaws'</b>        | shall mean the Byelaws set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;  |
| <b>'charitable purpose'</b> | shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with both section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008 and 'charitable' shall be construed accordingly; |
| <b>'Chartered Members'</b>  | shall mean the sub-categories of Member that are designated as such in the Regulations from time to time;   |
| <b>'Council'</b>            | shall mean the Council of the Institute as from time to time constituted in accordance with the Byelaws;  |
| <b>'Financial Expert'</b>   | shall mean an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;  |
| <b>'General Meeting'</b>    | shall mean a meeting of the Chartered Members of the Charity and 'Annual General Meeting' shall be construed accordingly;   |
| <b>'the Institute'</b>      | shall mean the Chartered Institute of Personnel and Development as hereby incorporated;   |
| <b>'Members'</b>            | shall mean the Chartered Members and the Non-voting Members of the Institute and 'Membership' shall be construed accordingly;   |
| <b>'Non-voting Members'</b> | shall mean the sub-categories of Member that are designated as such in the Regulations from time to time;   |
| <b>'The Regulations'</b>    | shall mean the regulations passed by the Board in accordance with Article 18 of this Our Charter.   |

- 2.1 Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.
- 2.2 Any reference to a statute, statutory provision or subordinate legislation ('legislation') shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which re-enacts or consolidates (with or without modification) any such legislation.
3. The objects for which the Institute is established are the promotion of the art and science of the management and development of people for the public benefit.
4. In furtherance of the objects of the Institute but not otherwise the Institute shall have the following powers:
  - 4.1 To establish programmes of education and training and continuing professional development with recognised standards of achievement to support the systematic development and accreditation of Members;
  - 4.2 To undertake or promote research and other projects and to publish the results of such research;
  - 4.3 To organise conferences, lectures, seminars, workshops, training programmes and other educational events;
  - 4.4 To write, print, publish, issue, produce and circulate materials in any medium;
  - 4.5 To award scholarships, bursaries, prizes and other grants;
  - 4.6 To establish and maintain a library and associated information services;
  - 4.7 To establish, promote and monitor standards of competence, good practice, conduct and ethics and to issue codes of professional conduct and statements of good practice;
  - 4.8 To organise the activities of Members through branches or other structures and provide educational, advisory and other services to Members at local, national and international levels for their continuing professional development;
  - 4.9 To establish, develop and maintain links and to exchange information with other bodies and organisations at local, national and international level;
  - 4.10 To obtain any Supplemental Charter, Act of Parliament or other order or authority which will assist the Institute to carry its objects into effect or to promote, support or oppose legislative or other measures or procedures affecting the interests of the Institute;

- 4.11 To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and to erect, improve and maintain buildings which may be necessary for any of the purposes of the Institute;
- 4.12 Subject to such consents as may be required by law to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Institute;
- 4.13 Subject to such consents as may be required by law to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder;
- 4.14 To raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the objects of the Institute, unless the income of the Institute from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
- 4.15 To establish, support or manage or aid in the establishment, support or management of other charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes connected with the purposes of the Institute or calculated to further its objects;
- 4.16 To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
- 4.17 To set aside funds for special purposes or as reserves against future expenditure;
- 4.18 To invest the monies of the Institute not immediately required for its own purposes in or upon such investments, securities, or property (including but not limited to the establishment or acquisition of trading or other subsidiaries of any kind) as may be thought fit anywhere in the world, whether or not such investments produce income;
- 4.19 To delegate the management of investments to a Financial Expert on terms that:
  - (a) the investment policy is set down in writing for the Financial Expert by the Board;
  - (b) the performance of the investments is reviewed regularly with the Board;
  - (c) the Board is entitled to cancel the delegation arrangement at any time;

- (d) the investment policy and the delegation arrangement are reviewed at least once each calendar year;
  - (e) all payments to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board; and
  - (f) the Financial Expert must not do anything outside the powers of the Institute;
- 4.20 To arrange for investments or other property of the Institute to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a Financial Expert acting under its instructions and to pay any reasonable fee required;
- 4.21 To participate in the direct debiting scheme as an originator for the purpose of collecting subscriptions and/ or other amounts due to the Institute and to execute any indemnity required by the banks upon whom direct debits are to be originated;
- 4.22 To purchase, acquire, or undertake all or any of the property, liabilities and engagements of charitable bodies with which the Institute may amalgamate, affiliate or cooperate;
- 4.23 To pay out of the funds of the Institute the cost of any premiums in respect of any insurance or indemnity to cover the liability of the members of the Board (or any of them) who are 'charity trustees' as defined in section 117 Charities Act 2011 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty, breach of trust of which they may be guilty in relation to the Institute, provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the members of the Board (or any of them);
- 4.24 To do all such other lawful things as shall further the attainment of the above objects or any of them.
5. The income and property of the Institute from whatever source shall be applied solely towards the promotion of its objects as set forth in this Our Charter, and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members (and save as hereinafter provided no members of its Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute), provided that this does not prevent the payment in good faith by the Institute:

- (a) of reasonable and proper remuneration to any Member or Board member for any services rendered to the Institute;
  - (b) of reasonable and proper remuneration to the Chief Executive of the Institute for the time being (notwithstanding that he or she may be a member of the Board) for services rendered to the Institute on condition that he or she shall not attend any meeting or vote on any resolution relating to his or her appointment or employment or to any payment made or to be made to him or her by the Institute;
  - (c) of interest on money lent by any Member (or member of its Board) at a reasonable and proper rate;
  - (d) of any reasonable and proper rent for premises demised or let by any Member (or member of its Board);
  - (e) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding no more than 1% of the capital of the company;
  - (f) of reasonable and proper premiums in respect of trustee's indemnity insurance paid or in furtherance of 4.23 above; and
  - (g) to any member of Council, the Board and committees of reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in connection with the discharge of their duties.
6. There shall be a Council of the Institute, constituted in accordance with the Byelaws, which shall be an advisory body and have the specific powers and duties conferred on it by the Byelaws.
  7. There shall be a Board of the Institute, constituted in accordance with the Byelaws, which shall have the management and administration of the property of the Institute and the conduct of its business together with all such other powers and duties as may be conferred upon it by the Byelaws.
  8. There may be a Patron of the Institute who shall be such person as may from time to time accept that office on the invitation of Council.
  9. There shall be a President of the Institute who shall be elected and appointed in such manner and hold office on such terms and for such periods as the Byelaws and Regulations shall prescribe.
  10. Members of the Board and members of Council shall be elected and appointed in such manner and hold office on such terms and for such periods as the Byelaws and Regulations shall prescribe.

11. Members of Council and of the Board shall be Chartered Members, except in exceptional cases when the Board may waive this requirement if it is agreed to be in the best interests of the Institute to do so.
12. There may be Expert Advisers of the Institute who shall be appointed as the Regulations shall prescribe.
13. There shall be such categories and sub-categories of Members as the Regulations shall prescribe.
14. Meetings of the Institute shall be convened and the proceedings thereat regulated as the Byelaws and Regulations shall prescribe.
15. The affairs of the Institute shall be managed and regulated in accordance with the Byelaws.
16. The Byelaws shall remain in force until revoked, amended or added to by a resolution passed by a majority of not less than three-quarters of the Chartered Members present in person or by proxy and entitled to vote at an Annual General Meeting or at a General Meeting convened for that purpose: PROVIDED that no such revocation, amendment or addition as aforesaid shall come into force until approved by Our Privy Council and a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence of such approval.
17. The Institute may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than three-quarters of the Chartered Members present in person or by proxy and entitled to vote at an Annual General Meeting or at a General Meeting convened for that purpose and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter, and to any Supplemental Charter granted to the Institute, as revoked, amended or added to in the above manner.
18. Subject to the provisions of this Our Charter and the Byelaws, the Board may make, revoke, amend or add to such Regulations as it considers necessary or desirable for the purpose of carrying out the objects of the Institute and shall specify when such Regulations are to come into effect.
19. The Byelaws may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Byelaws shall be prescribed or regulated by Regulations or by decisions made by the Board, provided that any such further prescriptions, Regulations or decisions shall not be repugnant to the provisions of the Byelaws or of this Our Charter.

20. It shall be lawful for the Institute at an Annual General Meeting or a General Meeting by a resolution passed by a majority of not less than three-quarters of the Chartered Members present in person or by proxy and entitled to vote at a General Meeting duly convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such General Meeting or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Institute for the time being. If, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the Members or any of them, but shall, subject to any special trusts affecting it, be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institute under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Chartered Members of the Institute at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable object.

21. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institute and the promotion of its objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

22. This our Charter shall take effect on the first day of July 2000.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [ ] day of [ ] in the [ ] year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

## Schedule

### THE BYELAWS

1. In these Byelaws:

|                                    |  |
|------------------------------------|--|
| <b>'the Charter'</b>               | means the Charter granted to the Institute in 2000 as amended from time to time, whether by Supplemental Charter or otherwise; |
| <b>'the Chief Executive'</b>       | means the chief executive of the Institute for the time being;   |
| <b>'the Elected Board Members'</b> | means the members of the Board elected by Council in accordance with Byelaw 20;  |
| <b>'the President'</b>             | means the president of the Institute elected by Council in accordance with Byelaw 14;  |
| <b>'electronic communication'</b>  | means electronic communication as defined in the Electronic Communications Act 2000;   |
| <b>'Office'</b>                    | means the main office of the Institute whose address is listed on the Register of Charities;                                   |
| <b>'the Secretary'</b>             | means the person for the time being holding such office; and   |

Expressions referring to writing shall refer (to the extent permissible by law) to a legible document on paper including electronic mail that is capable of being reproduced in paper form; and

A person is present at any meeting held for the purposes of these Byelaws if they attend in person or participate in the meeting by means of an electronic facility or facilities and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting; and

References to meeting places include physical locations, an electronic facility or facilities, and a mixture of the two; and

References to electronic facility or facilities include any form or forms of electronic facility designed to facilitate communication, including, but not limited to, online video conferencing platforms and other tools that facilitate instantaneous virtual communication for meetings; and

References to statutory provisions shall be construed as references to those provisions as amended or re-enacted from time to time.

Words used in the Charter shall have the same meanings when used in the Byelaws.

## 2. Membership

2.1 There shall be two categories of Membership of the Institute: Chartered Members and Non-voting Members.

Provisions relating to these categories and any sub-categories of Membership of the Institute shall be contained in Regulations made from time to time by the Board which shall include (but shall not be limited to):

- (a) The method and terms of admission and termination of Membership; and
- (b) The rights, privileges and obligations (including the use of certificates and affixes) of each category (and any sub-category of each category) of Membership.

2.2 Membership of the Institute in each category shall be conditional on the payment of the appropriate subscription and compliance with the requirements for continuing professional development in accordance with Regulations which the Board considers from time to time to be appropriate.

## 3. Certificates and affixes

3.1 The Board may by Regulations provide for the form of certificate to be issued to Members.

3.2 Members who meet the Institute's requirements in respect of the Institute's professional standards, experience, and continuing professional development, in accordance with such Regulations as the Board considers from time to time to be appropriate, shall be eligible to use such designatory letters as may be set out in the Regulations.

## 4. Admission to Membership

4.1 Individuals admitted to Membership in accordance with these Byelaws shall be Members.

4.2 The Board shall, subject to these Byelaws, elect to Membership applicants of good character who meet the educational and professional requirements of the Institute as laid down from time to time. The Board may by such Regulations as it thinks fit, impose conditions as to eligibility for Membership and for the continuance of Membership relating to such matters as the Board thinks appropriate.

4.3 An individual who wishes to become a Member or to transfer from one or category (or sub-category) of Membership to another shall deliver to the Institute an application in such form as the Board shall from time to time require.

- 4.4 An application for Membership or for transfer from one category (or sub-category) of Membership to another shall be determined by the Board which may in its absolute discretion:
- (a) admit an applicant to Membership;
  - (b) transfer an applicant to a different category (or sub-category) of Membership;
  - (c) require an applicant to submit additional information before making any decision;
  - (d) decline to accept an applicant as a Member; or
  - (e) decline to transfer an applicant from one category (or sub-category) of Membership to another.
5. Termination of Membership
- 5.1 A Member shall cease to be a Member:
- (a) on the expiry of at least 28 days' notice to the Institute of his or her intention to resign as a Member;
  - (b) if any subscription or other sum payable by the Member to the Institute is not paid on the due date and remains unpaid 28 days after notice served on the Member by the Institute informing the Member that Membership will be terminated if it is not paid. The Board may in its absolute discretion re-admit to Membership any person removed from Membership on this ground on payment of such sum in respect of the sum due as the Board may determine;
  - (c) if the Board resolves that the Member be expelled. Such a resolution shall not be passed unless the Member has been given not less than 14 days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board.
- 5.2 Any Member who ceases to be a Member in accordance with this Byelaw shall remain liable for all subscriptions and other sums due from the Member up to and including the date when he or she ceases to be a Member.
6. Fees and subscriptions
- 6.1 Council may in its discretion levy admission fees, transfer fees and annual subscriptions on Members at such rates and upon such terms as it shall from time to time determine and may levy different rates on different

categories (or sub-categories) of Members. In determining the level of such fees and subscriptions, Council shall consider the recommendations of the Board and the requirement to take into account the guidance published by the Charity Commission on public benefit.

- 6.2 Council may in its absolute discretion reduce, suspend or waive the amount of any admission or transfer fee or annual subscription payable by any Member or any category (or sub-category) of Member and may permit payment by instalments.
- 6.3 Save where payment by instalment is permitted, a decision to admit a new Member or to transfer a Member from one category (or sub-category) of Membership to another shall not be effective until the appropriate fee (if any) has been paid in full.

## 7. Professional conduct

- 7.1 Council shall have responsibility for the professional standards to be adopted by Members including all matters of professional conduct and ethics relating to the maintenance of such professional standards.
- 7.2 Council shall, in collaboration with such committee or committees as the Board may prescribe, make and may amend Regulations concerning professional conduct to be observed by all Members and such Regulations shall prescribe a code of professional conduct which all Members will be required to observe and shall provide a disciplinary procedure for Members who fail to observe the Regulations and code. Such disciplinary procedure shall accord in all respects with the rules of natural justice and, in particular, shall provide that the Member involved shall:
  - (a) receive adequate notice of any allegations;
  - (b) have an opportunity to refute such allegations;
  - (c) be allowed to be accompanied at any hearing;
  - (d) be entitled to call and cross-examine witnesses; and
  - (e) be able to appeal any decision that is made.

## 8. Branches

- 8.1 Council shall have power to establish one or more branches of the Institute. Each branch shall be constituted and its affairs carried on in accordance with Regulations laid down from time to time by Council and Council shall have power to dissolve any such branch or to direct that a branch shall amalgamate with another branch at any time after it has been formed.

8.2 The Institute may make contributions towards or otherwise provide for all or any of the expenses of branches as the Board shall think fit.

9. General Meetings

9.1 The Institute shall in each year hold an Annual General Meeting in addition to any other meetings held in that year and shall specify the meeting as such on notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Institute and the next. The Annual General Meeting shall be held at such time and place as the Board shall decide.

9.2 All General Meetings other than Annual General Meetings shall be called General Meetings.

9.3 Council or the Board may at any time call a General Meeting.

9.4 On the requisition of no fewer than 10% of the Chartered Members the Board shall convene a General Meeting for a date not later than eight weeks after receipt of the requisition. Such Chartered Members' written requisition shall specify the object of the proposed meeting, shall be signed by the requisitionists and deposited at the Office marked for the attention of the Secretary.

10. Notice of General Meetings

10.1 An Annual General Meeting shall be called by at least 21 days' notice. A General Meeting shall be called by at least 14 days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to the Chartered Members and to the Institute's auditors.

10.2 The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or other proceeding at that meeting.

11. Proceedings at General Meetings

11.1 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Thirty Chartered Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.

11.2 At every General Meeting the Chair or Vice-Chair/Senior Independent Director, or their nominee who is an Elected Board Member, shall preside.

12. Council

Council shall consist of:

- (a) All Elected Board Members;
- (b) the Chief Executive (subject to Byelaw 22.2); and
- (c) one representative of each Branch appointed in such manner and for such period as Council shall from time to time determine.

13. Proceedings of Council

- 13.1 The powers and responsibilities ascribed to Council in the Charter and these Byelaws shall be exercised under the delegated authority of the Board.
- 13.2 Council shall meet together not less than twice in each year for the conduct of business and may adjourn and otherwise regulate meetings as it thinks fit. On the request of the Board or one third of any Branch representatives on Council the Secretary shall at any time call a special meeting of Council.
- 13.3 The quorum for meetings of Council shall be one third of its members when the meeting proceeds to business which shall include not less than one third of the duly appointed branch representatives.
- 13.4 At every meeting of Council the Chair or Vice-Chair/Senior Independent Director, or their nominee who is an Elected Board Member, shall preside but if none is present within 15 minutes after the time appointed for holding the meeting the members of Council present shall choose one of their number to be chair of the meeting.
- 13.5 Questions arising at any meeting of Council shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 13.6 The Board or Council may invite other such persons as it considers appropriate to attend meetings of Council. Such persons shall have no vote on any matter and are not required to be Chartered Members. The President may attend meetings of Council at any time but shall have no vote on any matter.

14. Election of the President

14.1 Council shall elect the President. Council may only elect a candidate for President who has been recommended to Council for this role by the Board. The President shall hold office subject to retirement for a term of three years, expiring at the meeting of Council (not being a special meeting of Council) closest to three years after his or her election or such shorter term as Council may determine. A retiring President may, if willing to act, and if the Board has recommended re-election to Council, be re-elected for a term of up to three years.

14.2 The Board may appoint a person who is willing to act as a President to fill a casual vacancy. A person so appointed shall hold office until the first Council meeting (not being a special meeting of Council) immediately following their appointment and shall be eligible for election at that meeting but this period shall not be counted for the purposes of Byelaw 14.1.

15. Disqualification and removal of the President

15.1 A person shall cease to be President of the Institute if he or she:

- (a) becomes prohibited in law from being a director of a company;
- (b) is disqualified from being a charity trustee under the Charities Act 2011;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (d) resigns his or her office by notice in writing to the Institute.

15.2 The Board by a vote of not less than three-quarters of members present (in person or by proxy) and voting may at any time remove the President if in their reasonable opinion either he or she has acted in any way that is contrary to the interests of the Institute or he or she is unable to carry out properly the duties of President of the Institute.

16. The Board

The Board shall consist of not more than 12 persons, all of whom are Elected Board Members except the Chief Executive, as follows:

- (a) the Chair of the Board;
- (b) the Vice-Chair / Senior Independent Director of the Board;

- (c) the Treasurer;
- (d) the Chief Executive; and
- (e) up to eight additional Elected Board Members.

17. Election of Board Members

17.1 Council shall elect the Elected Board Members. Council may only elect candidates for Board Membership who have been recommended to Council for this role by the Board. Council shall elect such number of Elected Board Members provided that the total number of Elected Board Members shall not exceed eleven. An Elected Board Member shall hold office subject to retirement by rotation for a term of three years expiring at the meeting of Council (not being a special meeting of Council) closest to three years after his or her election or such shorter term as Council may determine. The Elected Board Members to retire by rotation shall be those who have been longest in office since their last election or re-election, but as between those who became or were last re-elected on the same day, those to retire shall (unless otherwise agreed between themselves) be determined by lot. An Elected Board Member who retires by rotation may, if willing to act, and if the Board has recommended re-election to Council, be re-elected for a further term of up to three years.

17.2 The Board may appoint a person who is willing to act as an Elected Board Member to fill a casual vacancy. A person so appointed shall hold office until the first Council meeting (not being a special meeting of Council) immediately following their appointment and shall be eligible for election at that meeting but this period shall not be counted for the purposes of Byelaw 17.1.

18. Disqualification and removal of Board Members

- 18.1 A person shall cease to be a member of the Board if he or she:
- (a) becomes prohibited in law from being a director of a company;
  - (b) is disqualified from being a charity trustee under the Charities Act 2011;
  - (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (d) shall fail without good reason to attend meetings for a period of six months; or
  - (e) resigns his or her office by notice in writing to the Institute.

The Board by a vote of not less than three-quarters of the members present (in person or by proxy) and voting may at any time remove any Board Member if in their reasonable opinion either he or she has acted in any way that is contrary to the interests of the Institute or he or she is unable to carry out properly the duties of a Board Member.

19. Powers of the Board

Subject to the provisions of the Charter and the Byelaws the business of the Institute shall be managed by the Board which may exercise all the powers of the Institute. No alteration of the Charter or the Byelaws shall invalidate any prior act of the Board which would have been valid if that alteration had not been made.

20. Proceedings of the Board

20.1 Subject to the provisions of the Byelaws, the Board may regulate its proceedings as it thinks fit.

20.2 Meetings may be attended in person or remotely by such means as enables all participants to hear each other and which the Chair of the Board deems suitable. Resolutions at any meeting shall be decided by a majority of votes of those members present. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

20.3 The quorum for the transaction of the business of the Board shall be one third of its members in office at that time.

20.4 A resolution in writing signed by 75% of all the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively duly convened and held. Any such resolution will be minuted at a subsequent meeting.

20.5 The Board may invite such persons as it considers appropriate to attend meetings of the Board. Such persons shall have no vote on any matter and are not required to be Chartered Members. They may be invited to attend specific meetings or a series of meetings during such period as the Board determines, up to a maximum period of three years.

21. Committees

The Board may delegate any of its powers to committees and/or to Council. There shall be such committees as the Board may from time to time determine. Every such committee shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Board.

22. Chief Executive

22.1 The Chief Executive shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Chief Executive so appointed may be removed by the Board.

22.2 The Chief Executive shall act as the chief executive of the Institute and shall be a member of Council and of the Board unless the Board shall otherwise determine.

23. Secretary

23.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board.

23.2 The Board may from time to time by resolution appoint a person to act in place of the Secretary in the absence of the Secretary or if there be no Secretary or no Secretary capable of acting.

24. Accounts

24.1 The Board shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place;
- (b) all sales and purchases by the Institute; and
- (c) the assets and liabilities of the Institute.

Such books of account shall be such as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions. The books of account shall be stored electronically, and a copy kept at the Office or at such other place or places in Great Britain as the Board thinks fit and shall always be open to the inspection of the members of the Board.

At the Annual General Meeting in every year the Board shall lay before the Institute an income and expenditure account for the period since the last preceding account made up to a date not more than seven months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Board and of the auditors. Copies of such account, balance sheet and reports (or a summary of them) shall not less than 21 days before the date of the meeting be sent to the auditors and made available to all other persons entitled to receive notice of General Meetings.

25. Audit

Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor or auditors. Auditors shall be appointed by the Board and their duties regulated in accordance with the Companies Act 2006.

26. Notices

26.1 Any notice may be served by the Institute upon any Member, either personally, by sending it through the post in a pre-paid letter addressed to such Member at his or her registered address as appearing in the register of Members, or by electronic communication to an address provided for that purpose. Any notice sent to any address within the United Kingdom shall be deemed to have been delivered, if sent by first-class post, on the second day after the day of posting, or, if sent by second-class post, on the third day after the day of posting, and in any other case in the ordinary course of post. In proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether the same be actually delivered to the addressee or not. Any notice sent by email shall be deemed to have arrived on the day that it was sent.

26.2 Any Member described in the register of Members by an address not within the United Kingdom, the Isle of Man, the Channel Islands or the Republic of Ireland who shall from time to time give the Institute an electronic communication address or an address within the United Kingdom, the Isle of Man, the Channel Islands or the Republic of Ireland to which notices may be sent, shall be entitled to have notices served upon him or her at such address. Save as aforesaid, only those Members who are described in the register of Members by an address within those areas shall be entitled to receive any notice from the Institute.

26.3 Any documents and information relating to matters governed by the Charter and Byelaws may be sent or supplied to Members by making them available on a website or by other electronic means.

27. Indemnity

Every member of the Board, member of Council, President, agent, auditor, and Secretary for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

# CIPD

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