

# THE INSTITUTE OF CHARTERED SHIPBROKERS

## **Bye-Laws**

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## THE SCHEDULE

### BYE-LAWS

#### PRELIMINARY

1. These Bye-Laws shall come into operation as soon as they are allowed by the Lords of Her Majesty's Most Honourable Privy Council.

#### DEFINITIONS

2. Words in these Bye-Laws shall have the same meaning as in the Supplemental Charter; and expressions in them referring to the Membership, Fellows, Members, Honorary Fellows, Retired Fellows and Members, Company Members, Meetings, the Director and the Auditors, are to be construed as referring to the Membership, Fellows, Members, Honorary Fellows, Retired Fellows and Members, Company Members, Meetings, the Director and the Auditors of the Institute. The following expressions shall unless the context otherwise requires have the following meanings:

"Affiliate"	a person who is an Affiliate by virtue of Bye Law 13 or may be registered as such pursuant to these Bye Laws.
"Affiliate Company"	a body corporate, whether unlimited or limited by shares or otherwise, an unincorporated association, a partnership, or any other body on whom the law of any jurisdiction confers sole legal personality, (not being an individual or personal member), elected as such pursuant to these Bye-Laws and the word "Company" shall be construed accordingly.
"Branch"	a branch of the Institute established in accordance with Bye-Law 99.
"Chairman of the Institute"	The Chairman of Controlling Council elected under Bye Law 33 who is the head of the Institute.
"Chartered Shipbroker"	A description which may be used by a Fellow
"Company Member"	a body corporate, whether unlimited or limited by shares or otherwise, an unincorporated association, a partnership, or any other body on whom the law of any jurisdiction confers sole legal personality,

	(not being an individual or personal member), elected as such pursuant to these Bye-Laws and the word “Company” shall be construed accordingly.
“Controlling Council”	the governing body of the Institute elected in accordance with Bye-Law 22.
“Director”	the person appointed pursuant to Bye-Law 104.
“Disciplinary Appeals Committee”	a committee established by the Controlling Council pursuant to Bye-Law 63 comprising three Fellows who shall not be members of the Controlling Council nor of the Discipline Committee.
“Disciplinary Committee”	a committee established by the Controlling Council pursuant to Bye-Law 57.
“Education & Training Committee”	a committee established by the Controlling Council pursuant to Bye-Law 48.
“Executive Council”	the Controlling Council sitting in executive session
“Federation Council”	the body composed of Company members and established by the Controlling Council pursuant to Bye-Law 67.
“Fellow”	a person who is a Fellow by virtue of Bye-Law 4 or may be admitted as such pursuant to these Bye-Laws.
“Honorary Fellow”	a person who is an Honorary Fellow by virtue of Bye Law 8 or may be elected as such pursuant to these Bye-Laws.
“the Institute”	the Institute of Chartered Shipbrokers.
“the Institute’s Year”	The year as defined in Bye-Law 72
“International”	any location other than the UK and Ireland.
“International Branch Federation Council”	an International Branch Federation Council of the Institute established in accordance with Bye-Law 71
“Ireland”	the Republic of Ireland.

“Life Member”	a person who is a Life Member by virtue of Bye Law 9 or may be elected as such pursuant to these Bye Laws.
“Member”	a person who is a Member by virtue of Bye-Law 6 or may be elected as such pursuant to these Bye-Laws.
“the Membership”	all six classes of membership defined in Bye-Law 3.
“Membership Committee”	a committee established by the Controlling Council pursuant to Bye-Law 51
“Month”	a calendar month.
“the Register”	the register of the Membership of the Institute.
“Registered Student”	a person who is a Registered Student by virtue of Bye Law 13 or may be registered as such pursuant to these Bye Laws
“Retired Fellow”/ “Retired Member”	A Fellow or Member who is no longer actively involved in the business or profession of shipbroking, or in the shipping industry as the case may be, but who has retained membership of the Institute pursuant to Bye-Law 10.
“Shipbroking company”	A company, partnership, or sole trader involved in the chartering, sale and purchase, agency, management of ships, or any similar shipping business activity.
“Shipbroking”	The profession carried out by a Shipbroking Company
“UK”	the United Kingdom of Great Britain and Northern Ireland.
“In Writing”/“Written”	partly or wholly written or printed, delivered by hand, post, telex, fax or electronic means.
“Zone”	A group of Branches incorporated together under Bye-Law 99

Words importing the singular shall be construed as importing the plural and vice versa, words importing one gender shall be construed as importing any other gender.

The Bye-Law headings do not form part of these Bye Laws.

## **MEMBERSHIP**

3. Membership of The Institute shall consist of *six* classes, namely, Fellows, Members, Honorary Fellows, Life Members, Retired Fellows or Members and Company Members.  
Affiliates, Affiliate Companies and Registered Students do not have Membership of the Institute.

## **FELLOWS**

4. Fellows shall comprise every person admitted to such grade whose membership has not ceased.
5. To be eligible for promotion to a Fellow a person shall comply with the following conditions:
  - (a) being a Member he shall be engaged either as a principal or director or employee having senior responsibility in a Shipbroking Company.
  - (b) he shall if required by the Controlling Council have submitted such written work or undertaken such oral examination as may be required by the Controlling Council.
  - (c) he has satisfied the Controlling Council that he is a fit and proper person to become a Fellow.

## **MEMBERS**

6. Members shall comprise every person elected as a Member whose membership has not ceased.
7. To be eligible for election as a Member a person shall comply with the following conditions:
  - (a) he shall be engaged either as a principal, director, or employee in a Shipbroking Company or in a business having a bona fide connection with Shipbroking at the time of his application for election. Employment afloat in the merchant marine shall be considered as business having a bona fide connection with Shipbroking.
  - (b) he shall, unless granted a dispensation therefrom under these Bye-Laws, have passed the Examination or have submitted to the satisfaction of the Education and Training Committee a dissertation in lieu thereof, and
  - (c) In addition he shall produce such evidence or submit to such additional oral or written examination, as the Education & Training Committee shall require to determine or test his practical ability in accordance with the Royal Charter Paragraph 2 (1).

(d) he shall have satisfied the Controlling Council that he is a fit and proper person to become a Member.

## **HONORARY FELLOWS**

8. Honorary Fellows shall comprise those persons elected as Honorary Fellows whose membership has not ceased. Honorary Fellowship may be awarded to members of the international maritime community who have made an exceptional contribution to shipping business.

Candidates for Honorary Fellowship shall be nominated by at least three members of the Controlling Council for the approval of the Controlling Council and such approval shall be by a simple majority.

Honorary Fellows shall be entitled to all the ordinary privileges of membership except the right to vote or take part in the management of the affairs of the Institute. They shall not be required to pay a subscription or otherwise contribute to the funds of the Institute.

## **LIFE MEMBERS**

9. Life Members shall comprise those persons elected as Life Members. Candidates for Life Membership shall be Retired Fellows or Retired Members nominated by an Institute Branch or an Institute Council, Committee or sub committee in recognition of outstanding service to the Institute for the approval of the Controlling Council and such approval shall be by a simple majority.

They shall be entitled to all the ordinary privileges of membership except the right to vote or take part in the management of the affairs of the Institute. They shall not be required to pay a subscription or otherwise contribute to the funds of the Institute.

## **RETIRED MEMBERS**

10. Members or Fellows who retire from business either permanently or temporarily and no longer gainfully employed in shipbroking may if they wish become Retired Fellows or Retired Members respectively, They shall pay an annual subscription payable of such an amount as the Controlling Council shall from time to time determine. A Retired Member or Fellow may upon request and without further examination or documentation return to his previous full grade of Membership.

A retired Fellow or Member shall be entitled to all the ordinary privileges of membership excluding the right to vote except in Branch or Zone affairs where approved by that Branch or Zone Committee.

## **COMPANY MEMBERS**

11. Company membership shall be open to those Shipbroking Companies which comply with the following conditions:

The Shipbroking Company shall:

- (a) be required to demonstrate to the satisfaction of the Controlling Council that it is actively engaged in Shipbroking;
- (b) have at least one Fellow or Member either as a Director, Principal, or as an employee wholly engaged in its business

and

- (c) be in the opinion of the Controlling Council a fit and proper entity to become a Company Member.

Where a Company Member ceases to comply with sub-paragraph (b), its membership shall only be renewed if the Federation Council is satisfied that the Company Member concerned is taking suitable steps again to comply with sub-paragraph (b), in which case membership shall be extended for not more than one year to enable the Company Member to achieve compliance.

## **AFFILIATE COMPANIES**

12. Companies that do not have a Member or Fellow as a Principal, Director or employee and thus do not qualify for Company Membership may be elected as an “Affiliate Company of the Institute of Chartered Shipbrokers” and may describe themselves as such.

They shall be entitled to such privileges of Company Membership as the Federation Council may decide except that they may not undertake any of those activities which may from time to time be entrusted to the Institute by external organisations which are conditional on a Fellow or Member being employed. They may not nominate representatives to Federation Council, vote in elections to Federation Council or use the ICS Company Membership badge. The words “Member” or “Membership” cannot be used in connection with Affiliate status.

To encourage Affiliate Companies to take the action necessary to gain full Company Membership status, there will be a limit of five years during which companies can remain an “Affiliate Company”. Federation Council may in its absolute discretion grant a reasonable extension should the Affiliate Company have a member of staff in the final stages of gaining professional membership when the five year period expires.

No company that already complies with the criteria for full Company Membership will be allowed to be elected as an Affiliate Company.

## **REGISTERED STUDENTS & AFFILIATES**

13. Candidates wishing to take the Institute’s qualifying examinations must register as a student and pay such registration fees as may apply. Applicants for registration as a student shall comply with such educational and employment qualifications as the Controlling Council may prescribe.



A Registered Student who has completed his qualifying examinations but is not eligible for admission to Membership pending completion of practical tests may on application to the Membership Committee be granted Affiliate status for a period not exceeding five years or until he is eligible, whichever is sooner.

A registered student may take such other examinations or practical tests as the Education & Training Committee shall determine from time to time and on completion of such non-qualifying examinations may be granted Affiliate status for so long as he continues to pay the annual affiliates subscription.

## **PRIVILEGES AND OBLIGATIONS OF MEMBERS**

14. (a) A Fellow may describe himself as a Chartered Shipbroker or may use the initials FICS. A Member may describe himself as a Member or may use the initials MICS. Any Member jointly in business with, or practising in partnership with, any person not a Member, under the title of a company or firm, shall not use after the joint names, or after the title of the firm, the initials "FICS" or "MICS" nor describe the joint names or the firm in any way whatsoever as Chartered Shipbrokers, unless all partners or all directors of the firm are Fellows.
- (b) A Company Member shall only be entitled to describe itself as a "Company Member of the Institute of Chartered Shipbrokers".
- (c) All classes of Membership shall to the best of their ability seek to further the objects, interests and influence of the Institute and shall abide by the Royal Charter and these Bye-Laws.
- (d) Company Members shall actively encourage staff to become registered students with a view to their becoming Members. Company Members shall provide fullest assistance to their registered students in the furtherance of their professional career.
15. (a) Every individual Member or Fellow when elected shall be entitled to receive a diploma certificate of membership in respect of the Institute's Year in respect of which his first subscription is paid and shall, so long as he remains a Member, be entitled to retain the said diploma certificate, for each subsequent financial year, upon payment in advance of the subscription in respect of such year.
- (b) Each Company Member when elected shall be entitled to receive a company certificate of membership in respect of the Institute Year for which its first subscription is paid and shall, so long as it remains a member, be entitled to retain the said certificate for each subsequent financial year, upon payment in advance of the subscription in respect of such year.
16. Diploma certificates and company certificates shall be in such form as the Controlling Council may from time to time determine, and shall be the property of the Institute and in the event of cessation of membership shall be returned to the Institute and shall be recoverable on demand of the Controlling Council.

17. Members, Fellows, and Company Members shall furnish particulars of their business contact details and any changes thereto to the Director together with any other information that the Institute may from time to time reasonably require.

### **SUBSCRIPTIONS AND FEES**

- 18 The Controlling Council shall from time to time determine the level of subscriptions and entrance fees applicable to all classes of the membership. All subscriptions and entrance fees shall be payable on admission in respect of the Institute Year.
19. The Membership shall promptly pay, as and when due, all entrance fees and subscriptions for which they may at any time be liable in accordance with these Bye-Laws or any rules made in pursuance thereof.

### **ADMISSION OF MEMBERS**

20. Admission to membership shall be by the Controlling Council in accordance with the Bye-Laws, and every candidate for election or admission to any class of membership shall satisfy the Controlling Council that the conditions specified by these Bye-Laws have been fulfilled. Applications for membership shall be made to the Controlling Council in the form prescribed by it.
21. It is a condition of Company Membership that candidates declare in good faith in Writing on their initial application and on each renewal date, the number of principals and employees engaged exclusively or primarily in Shipbroking together with the number of supporting staff reasonably attributable thereto.

### **THE CONTROLLING COUNCIL**

22. The Controlling Council shall consist of not less than twelve and not more than twenty-eight members, including ex-officio members and elected members. The elected members shall be Fellows elected by the Fellows and Members. To be eligible for election to the Controlling Council a Fellow shall be a member of one of the Branches or Zones of the Institute authorised by the Controlling Council pursuant to Bye-Law 99.
23. The number of members to be elected from each Branch, or Zone, or Federation Council shall be determined by the Controlling Council from time to time.
24. The President and Vice-President of the Institute shall each be an ex-officio member of the Controlling Council during his term of office and in the case of the President for one year after termination of such office. The President and Vice President shall be entitled to vote at Controlling Council meetings but not at meetings of any other Council or Committee unless they were Fellows prior to their appointment to office. The Chairman and Vice Chairman of the Institute shall each be an ex-officio voting member of the Controlling Council during his term of office and in the case of the Chairman for one year after termination of such office.

25. The Controlling Council may appoint members by co-option. The number of co-opted members, who shall be appointed annually, shall not exceed five. All such co-opted members shall be Fellows and shall have the right to vote.
26. At every Annual General Meeting one third of the balance of the Controlling Council, after excluding the Chairman, Vice-Chairman, ex-officio and co-opted members, or if the number of that balance is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office. Any such retiring member may be nominated for the position of Vice-President or Vice-Chairman of the Institute.
27. The one third or other nearest number of the balance of the Controlling Council to retire shall consist of those who have been longest in office, and in the event of two or more members having been in office for the same length of time, and a less number having thus to retire, such less number shall either retire by agreement or in default of agreement by the resolution of a simple majority of the Controlling as to which of such two or more members who have been in office for the same length of time shall continue in office. The length of time a member has been in office shall be computed from his last election or appointment to the Controlling Council in the event that he has previously vacated office. A retiring member shall not be eligible for re-election until the expiration of twelve months from the date of his retirement.

If there are insufficient nominations to fill the vacancies caused by the one third retirement in accordance with Bye-Law 26 a retiring member's term of office may, if requested in Writing by the chairman of the Branch or Zone which originally nominated him, be extended exceptionally for such length of time not exceeding one year as the Controlling Council by a resolution passed by a majority of not less than three-fourths of those present and voting at a meeting of the Controlling Council may consider necessary and desirable.

28. (a) The Director shall advise the chairman of the Branch or Zone of the number of relevant vacancies that will occur. Each Branch or Zone chairman shall invite the Branch or Zone membership to submit nominations.  
  
(b) Nominations of Fellows for the election to the Controlling Council shall be delivered to each Branch or Zone chairman not later than three calendar months before the Annual Meeting and shall be accompanied by a Written notice signed by ten Fellows and/or Members and stating the name of the Fellow whom they wish to nominate, accompanied by a Written undertaking by the nominee to serve, if elected.
29. No such nomination for membership of the Controlling Council shall be valid if the Fellow nominated is in debt to the Institute.
30. If the candidates validly nominated are not more in number than the vacancies, the persons so nominated shall be deemed, as from the next Annual General Meeting of the Institute, to be duly elected members of the Controlling Council.
31. If the candidates nominated are more in number than the vacancies, any of the candidates in excess of the number to be elected may withdraw or, with their consent be withdrawn by the nominators in Writing; but if the candidates still remain

in excess of the number to be elected, the election shall be conducted by Written voting papers as hereinafter provided.

**32.** If an election by Written voting papers be necessary the procedure shall be as follows:

(a) The chairman or in his absence the vice-chairman of the Branch or Zone shall, from among the Fellows and Members of the Branch or Zone other than the candidates, forthwith appoint four scrutineers.

(b) Three scrutineers shall form a quorum, and the death of one or more of the scrutineers shall not affect the election.

(c) If by death or refusal or incapacity to act the number of scrutineers be reduced below three, a Fellow or Member to fill each vacancy shall forthwith be appointed by the chairman, or in his absence the vice-chairman of the Branch or Zone.

(d) The Branch or Zone chairman or secretary shall forward a voting paper to every Branch Fellow and Member. The voting paper shall be in such form as the Controlling Council from time to time shall direct.

(e) The voting papers, duly sealed or otherwise fastened up in accordance with the directions printed thereon, shall be delivered or returned by post, prepaid, to the Branch or Zone chairman or secretary, on or before such date each year as the Controlling Council may establish, and the Branch or Zone chairman or secretary shall deliver them to the scrutineers by whom alone they shall be opened and examined.

(f) As soon as the voting papers have been examined and the result of the election ascertained by the scrutineers, the voting papers shall be closed up under the seals of the scrutineers, and shall be retained by them for one month after the election, when they shall be destroyed by the scrutineers.

(g) The scrutineers shall make and sign a report, in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate and the names of those who are duly elected. Such report shall be handed to the Branch or Zone chairman or secretary who shall forward a copy to the Director to arrive at the Institute's offices not later than 1<sup>st</sup> June.

(h) The scrutineers' report shall be conclusive as to the fact of the election, notwithstanding any irregularity or informality.

(i) Elections under this Bye-Law shall take effect as from the Annual General Meeting.

**33.** At the first meeting of the Controlling Council after the Annual General Meeting the President, and Vice-President, or Chairman and Vice-Chairman as the case may be shall be elected in alternate years, for a period of office of two years. The Chairman and President shall continue to be a member of Controlling Council for one year after termination of such office.

34. The Vice-President and Vice-Chairman shall be deemed to be the President and Chairman designate.
35. Nominations for election as Vice-President and Vice-Chairman shall be delivered to the Director of the Institute on or before such date each year as the Controlling Council may establish and shall be accompanied by a notice addressed to the Director signed by ten Fellows or Members and stating the name of the person they wish to nominate accompanied by a Written undertaking by the nominee to serve, if elected. The Director shall invite such nominations from the Membership at least 28 days before the closing date set by the Controlling Council.
36. Any vacancy in the office of President, Vice-President or Chairman of either the Controlling or the Federation Council by death, retirement or otherwise, before the year of office has expired, may be filled by that Council and the officers thereby appointed shall hold office until the expiration of the year in which the vacancy occurred.
37. It shall be the duty of the Chairman of the Institute to preside at meetings of Controlling Council and in the event of his absence the Vice-Chairman or in his absence any member of the Controlling Council.

#### **POWERS AND PROCEEDINGS OF THE CONTROLLING COUNCIL**

- 38 (a) The general control and management of the activities of the Institute shall be vested in the Controlling Council which may exercise all powers of the Institute and do on behalf of the Institute all such acts as may be executed and done by the Institute and which are not required by the Royal Charter or by these Bye-Laws to be exercised or done by the Membership of the Institute in General Meeting; but no regulation made by a General Meeting of the Membership shall invalidate any prior act of the Controlling Council which would have been valid if that regulation had not been made.

(b) The Controlling Council shall sit in Controlling Council session at least once per year. It may sit as a smaller body, called the Executive Council, which will sit as the Controlling Council in executive session, exercising the full decision-making authority of the Controlling Council for the proper discharge of the functions vested in the Controlling Council under Bye-Law 38(a) except the power of co-option. The Executive Council shall meet as frequently as necessary for the proper fulfilment of its functions but the total number of meetings of Controlling Council whether in Controlling session or in Executive session shall not be less than two per year.

(c) The members of the Executive Council will be the President and Vice President Chairman and Vice Chairman and either the immediate past President or immediate past Chairman as the case may be, Chairman of Federation Council, Chairman of Education and Training Committee, Chairman of Membership Committee and seven other members elected by the members of Controlling Council at their first meeting after the Annual General Meeting from among their number. Other members of Controlling Council may attend meetings of the Executive Council as observers.

In the event of any ex officio or elected member of the Executive Council ceasing to be a member of the Controlling Council he shall also cease to be a member of the Executive Council. A replacement shall be elected by the Controlling Council as soon as possible by vote at a meeting or by Written ballot.

The Controlling Council or Executive Council may invite other Members or non-members to attend to report or advise on particular matters on the agenda but such attendance shall be limited to the discussion of that item.

All references in these Bye-Laws to the Controlling Council and to its constitution, officers, membership, quorum, powers and procedures, shall be read as applying to and including the Executive Council except where specifically excluded by these Bye-Laws or where the Controlling Council shall have reserved certain decisions to itself.

39. A member of the Controlling Council may resign by letter addressed to that Council and upon the expiration of thirty days from the date of such letter of resignation, or upon its earlier acceptance by that Council, shall cease to be a member of it.
40. The office of membership of the Controlling Council other than ex-officio officers shall be vacated:
  - (a) if he ceases to be a Member, Fellow or Company Member, or is suspended or excluded for any period from Membership;  
or
  - (b) if he is absent without prior or subsequent notice from all meetings of the Controlling Council for more than twelve consecutive months without the consent of the Controlling Council;  
or
  - (c) if at a meeting of the Controlling Council specially convened for that purpose, at which not less than half of the members of the Controlling Council are present, a resolution is passed by a majority of not less than three-fourths of those present and voting, declaring the office of such member vacated.
41. Any vacancy in membership occurring in the Controlling Council between one Annual General Meeting and the next may be filled by such Council, which may also fill any vacancy left open at the annual election of members of the Controlling Council.
42. The continuing members of the Controlling Council or a sole continuing member may act notwithstanding any vacancies in such Council but if and so long as the number of members of such Council is reduced below the minimum number fixed by or in accordance with these Bye-Laws the continuing members or member may act for the purpose of filling vacancies in the Controlling Council and of summoning a General Meeting of the Institute but not for any other purpose. If there be no member or members of the Controlling Council able or willing to act then any two members of the Institute may summon a General Meeting for the sole purpose of appointing members of the Controlling Council.
43. Fourteen days' Written notice of a meeting of the Controlling Council or the Executive Council, or not less than 24 hours' notice in a case of emergency, shall



be delivered or sent to each member of such Council, at the address furnished by him to the Director for this purpose. The accidental omission to give notice to or the non-receipt of notice of any member entitled to receive notice shall not invalidate the proceedings of any such meeting unless the omission or non-receipt shall amount to a significant number. The notice shall specify the place, day and the time of the meeting and the nature of the business to be discussed.

44. Meetings of the Controlling Council and the Executive Council shall be summoned by the Director, under the direction of the Chairman or Vice Chairman of the Institute or of any three other members of the Controlling or Executive Councils. Eight members present in person shall form a quorum of each Council. If meetings of the Executive Council are not quorate within half an hour of the time due for commencement of the meeting and in the view of the chairman there is urgent business to be considered then any other members of Controlling Council attending as observers under Bye Law 38c above may be counted towards the quorum and shall have the right to vote at that meeting only, otherwise the meeting shall be adjourned.
45. All acts done by any meeting of members of the Controlling Council or of a committee of such Council or by any person acting as a member of such Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of such Council and had been entitled to vote.
46. Matters arising at any meeting of the Controlling Council shall be decided by the majority of members present and voting unless specified otherwise in these Bye-Laws.

In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

47. The Controlling Council may appoint committees from among members of the Controlling Council or from the Membership and may determine the quorum thereof, and may delegate any of its powers, including the power of decision-making, to such committees and to the Federation Council and may make rules for regulating their proceedings including the appointment of the chairman thereof. If the power of decision-making is not so delegated to a committee appointed under this subparagraph of this Bye-Law, that committee will only have the power to make recommendations to the Controlling Council for final decision.

The Controlling Council may fill any casual vacancies that may arise on committees appointed under this or any other Bye Law.

The President and Vice-President shall be entitled to attend all committees. The Chairman and Vice-Chairman of the Institute shall automatically be members of all committees and shall be entitled to vote thereat.

## EXAMINATIONS

48. The Controlling Council at its first meeting after each Annual General Meeting of the Institute shall appoint not less than five Fellows or Members in addition to the ex officio members to form the Education and Training Committee for the year and shall nominate one of those persons to be its Chairman. Three members of that Committee present in person excluding ex officio members shall constitute a quorum.
49. The Education and Training Committee under powers delegated to it by the Controlling Council:
- (a) shall cause the professional qualifying examinations to be held for persons seeking to be elected as Members, and may also cause such other educational examinations to be held as it may deem necessary from time to time.
  - (b) shall determine the contents and syllabus of the professional examinations and any other examinations it may hold.
  - (c) may in its absolute discretion take into account, and change the contents of the professional qualifying examinations to reflect the law and custom of the place where a candidate resides or is examined.
  - (d) shall publish from time to time rules for each examination held by the Institute which shall specify the syllabus and contents of each examination.
  - (e) shall appoint the examiners and assessors and shall supervise the conduct of the examinations, assisted by such qualified persons, whether Members or not, as it may appoint for the purpose, at such remuneration and for such occasions or periods as it may determine. The body of examiners and assessors shall be known as 'The Board of Examiners' which shall meet at least once a year together with the members of the Education and Training Committee to review the examinations. The Education and Training Committee shall appoint one of its number to be the chairman of the Board of Examiners.
  - (f) shall submit a report to the Controlling Council upon the conduct and results of the examinations.
  - (g) shall cause the examinations to be held at least once a year at such time as it may determine.
  - (h) shall grant exemption from one or more subjects in the examination, to a maximum of four subjects, to candidates with relevant professional or educational qualifications which it has validated.
  - (i) may employ any part of the funds of the Institute in the provision of prizes, medals, scholarships or exhibitions in connection with the subjects of the examinations.
  - (j) shall be responsible for the provision of such education and training as may be provided by the Institute.



50. Dispensation from examination or dissertation may be granted by the Controlling Council only in exceptional cases, where the Controlling Council is satisfied at its discretion that the candidate has considerable influence in Shipbroking and has demonstrated a commitment to the Institute by giving long term support or service and who is expected to continue to give such support.

A dispensation shall only be granted by a majority of not less than three-fourths of the members present and eligible to vote at a resolution passed by the Controlling Council. At least fourteen days special notice of any such a resolution shall be given to the members of Controlling Council.

## **THE MEMBERSHIP COMMITTEE**

51. The Controlling Council at its first meeting after each Annual General Meeting shall appoint not less than five Fellows or Members in addition to the ex officio members to form the Membership Committee for the year and shall nominate one of those persons to be its chairman. Three members of that Committee present in person excluding ex officio members shall constitute a quorum.

52. The Membership Committee:

(a) shall make recommendations to Controlling Council in relation to the admission, promotion, re-admission, exclusion, removal and expulsion of the Membership and in the case of admission, promotion or re-election shall confirm that candidates meet the appropriate conditions, advising the Controlling Council of any exceptions which require its approval.

(b) shall review the Membership of any person or Company who has failed to pay a subscription after receiving due notice or failed to apply for the renewal of his or its certificate of membership by the 30<sup>th</sup> November in any year. The Committee shall recommend to Controlling Council whether that Member shall be excluded from Membership, with the consequence that and his or its certificate of membership shall be cancelled and his or its name shall be removed from the Register.

(c) shall upon learning of the death of any Member or Fellow procure the removal of that person's name from the Register.

(d) shall upon learning of the occurrence of personal or, in the case of a Company Member, corporate bankruptcy or insolvency, or of a Member or Company Member entering into any composition or arrangement with his or its creditors generally or of a person becoming incapable by reason of mental disorder procure the removal of the name of such Member or Company Member from the Register.

53. Each Branch shall appoint a committee to make recommendations to the Membership Committee in respect of local candidates for membership. Such a committee shall be known as a Branch Vetting Committee and shall comprise a minimum of three Fellows or Members and shall operate in accordance with such procedures and instructions as the Membership Committee may direct.

54. The decision by the Controlling Council on the admission, promotion, re-admission, exclusion, removal and expulsion or otherwise of a candidate or Member shall be final and binding. Neither the Controlling Council, the Membership Committee, nor the Branch Vetting Committee shall be required to be given any reasons for its recommendation or decision.
55. Without prejudice to his or its existing obligations to the Institute any person or Company in the Membership may resign by notice in Writing and such resignation shall be effective when delivered to the Institute. A person or Company whose resignation becomes effective after 31<sup>st</sup> May in any year shall remain liable to pay the annual subscription for the current Institute Year. The resigning person or Company shall return his or its certificate of membership to the Institute unless the Controlling Council shall waive this requirement.
56. Candidates for re-admission shall not be required to pass any examination if they were formerly a Fellow, Member or Company Member, nor to repeat information already furnished in their original application except such details as the Membership Committee may require to complete its records, but shall otherwise in all respects comply with these Bye-Laws and such terms and conditions of readmission as Controlling Council may determine.

#### **DISCIPLINARY COMMITTEE**

57. The Controlling Council at its first meeting after each Annual General Meeting of the Institute shall appoint not less than five of its number to be the Disciplinary Committee for the year and shall nominate one of those persons to be its Chairman. Three members of that committee present in person shall constitute a quorum.
58. All complaints which may be made against a person or Company in Membership shall be lodged in Writing specifying the basis of the complaint and shall be addressed to the Director, who shall convene a meeting of the Disciplinary Committee.
59. The Disciplinary Committee shall, by not less than twenty-one days' notice in Writing, summon for interview:
  - (a) the person or Company against whom a complaint has been lodged.
  - (b) any person or Company in Membership who, in the opinion of the Disciplinary Committee, may have been guilty of any dishonourable or discreditable act, or conduct which would, in the absence of satisfactory explanation, be incompatible with that Membership or would tend to bring the Institute into disrepute

At interview, the interviewee may be accompanied by a representative. If the interviewee fails to attend such interview he shall be given at least seven days' notice of one further opportunity to attend an interview, or at the discretion of the Disciplinary Committee, to submit a Written answer to the complaint instead of attending an interview.

In the event of the interviewee failing to attend the second interview or to present a submission in Writing, as the case may be, the Disciplinary Committee shall report accordingly to the Controlling Council, which shall consider the matter in accordance with Bye-Law 62.

- 60.** In the case of a person or Company residing outside the United Kingdom and Ireland the Disciplinary Committee may appoint a panel of three Fellows to conduct the interview abroad notice of which shall be given in accordance with Bye-Law 59. The panel shall report the result of the interview with its comments to the Disciplinary Committee.
- 61.** The Disciplinary Committee shall, after completing the interview or after reviewing the Written submission or the report of the panel, as the case may be, report the person or Company to the Controlling Council if, in the opinion of the Disciplinary Committee the person or Company is guilty of any dishonourable or discreditable act or conduct which is incompatible with Membership or which would tend to bring the Institute into disrepute. In that report the Disciplinary Committee shall make its recommendations to the Controlling Council, which may include the censure, suspension or expulsion of the person or Company concerned.
- 62.** After consideration of the report of the Disciplinary Committee the Controlling Council may in its absolute discretion:
  - (a) take no action on the Disciplinary Committee's report; or
  - (b) by a resolution passed by a simple majority of its members voting in person or by Written ballot, censure the person or Company or suspend the person or Company from the exercise of all rights and privileges of Membership for such period as it may think fit; or
  - (c) by resolution passed by a majority of at least three-fourths of its members voting in person or by Written ballot, expel the person or Company.
  - (d) In the event of the Controlling Council not being scheduled to meet within six weeks of receiving the Disciplinary Committee's report, the President or Chairman may call for a vote to be taken by Written ballot.
- 63.** The person or Company may appeal against the decision of the Controlling Council to an ad hoc Disciplinary Appeals Committee which shall be established by the Controlling Council on receipt of notice of such appeal. Membership of the Disciplinary Appeals Committee shall comprise three Fellows who shall not be members of the Controlling Council or of the Disciplinary Committee, chosen from a list of names of Fellows, willing to serve, submitted to the Controlling Council by the Chairman of the Institute. The person or Company may demand a personal hearing in which case the person or Company and a member of the Disciplinary Committee may appear in person before the Disciplinary Appeals Committee. The decision of the Disciplinary Appeals Committee shall be final and binding.
- 64.** The provisions of Bye-Laws 59 to 63 apply to Company Members as they apply to any of the Membership. A Company Member will be represented by such director,

partner or employee as it may authorise in writing seven days prior to the interview as its representative to attend interview.

65. In the event of the censure, suspension or expulsion of a person or Company the Controlling Council shall be at liberty to cause notice thereof to be published in such newspapers, journals or electronic media as it may determine.
66. In the event of suspension of a person or Company the certificate of membership shall be delivered to the Institute to be retained during the period of suspension or, in the event of expulsion, the certificate of membership shall be delivered to the Institute and the name of the person or Company shall be removed from the Register.

#### **INSTITUTE FEDERATION COUNCIL**

67. (a) The Federation Council shall represent Company Members. It shall consist of not more than fifteen representatives who are employees or officers of Company Members of whom at least three shall be Fellows.

(b) If the total number of UK and Ireland Company Members shall fall below fifty the Controlling Council may dissolve the Federation Council.

(c) The Federation Council may undertake appropriate business and make decisions in the name of and on behalf of the Institute in areas of responsibility delegated to it by the Controlling Council except that it shall refer any proposal or decision affecting the policy of the Institute to the approval of the Controlling Council.

(d) Company Member representatives shall be nominated by Company Members and elected to the Federation Council by Written ballot amongst UK and Ireland Company Members. So far as is possible from the nominations received, representation on the Federation Council shall come from geographic zones as defined by the Controlling Council from time to time and shall, as far as possible, fairly represent all aspects of Shipbroking.

(e) The President and Vice-President and the Chairman and Vice-Chairman of the Institute shall be ex-officio, members of the Federation Council. Any person who has held the office of Chairman of the Federation Council shall be an ex-officio member of the Federation Council for one year after termination of that office.

(f) The Federation Council shall call an Annual General Meeting each year for the purpose of presenting an annual Written report to all Company Members. This meeting shall be held no more than two months, but no less than one week, before the Institute's Annual General Meeting.

(g) At every Annual General Meeting one-third of the balance of the Federation Council after excluding the Chairman, Vice Chairman, ex-officio and co-opted members, or if the number of that balance is not a multiple of three then the nearest number to but not exceeding one-third, shall retire from office. Any such retiring member may be nominated for the position of Vice-Chairman of the Federation Council.

The one third or other nearest number of the balance of the Federation Council to retire shall consist of those who have been longest in office, and in the event of two or more members having been in office for the same length of time, and a less number having thus to retire, such less number shall either retire by agreement or in default of agreement by the resolution of a simple majority of the Federation Council as to which of such two or more members who have been in office for the same length of time shall continue in office. The length of time a member has been in office shall be computed from his last election or appointment to the Federation Council in the event that he has previously vacated office.

A retiring member of the Federation Council shall not be eligible for re-election until the expiration of twelve months from the date of his retirement.

(h) If there are insufficient nominations to fill the vacancies caused by the one third retirement in accordance with this Bye-Law, a retiring member's term of office may be extended exceptionally for such length of time not exceeding one year as the Federation Council by a resolution passed by a majority of not less than three-fourths of those present and voting at a meeting may consider necessary and desirable.

The length of time that a Company Member representative has been a member of the Federation Council shall be computed from his last election (or appointment in the event that he has previously vacated office). Replacement of such retiring representatives shall be determined by Written ballot of the Company Members following an invitation from the Director for nominations.

(i) Only Fellows who are members of Federation Council shall be eligible to represent it on the Controlling Council.

(j) No nomination of a representative shall be valid if the Company Member of which he is an officer or employee is in debt to the Institute

(k) If all the candidates validly nominated are not more in number than the total vacancies, the candidates shall be deemed to be duly elected members of the Federation Council with effect from the next Annual General Meeting.

(l) If all the candidates validly nominated are more in number than the total vacancies, any of the candidates in excess of the number to be elected may withdraw, or, with his consent, be withdrawn by his nominators in writing; but if the candidates still remain in excess of the number to be elected, the election shall be conducted by voting papers as provided in Bye-Law 32 so far as it can be applied.

**68.** A Chairman and Vice-Chairman of the Federation Council shall be elected annually by such Council from amongst its members at a meeting of the Federation Council to be held prior to the Annual General Meeting of the Institute.

**69.** It shall be the duty of the Chairman of the Federation Council to preside at meetings of such Council and in the event of his absence the Vice-Chairman or in his absence any member of the Federation Council may take the chair.

70. The Federation Council may appoint committees from amongst the members of the Federation Council and the Company Members and may determine the quorum thereof, and may delegate any of its powers, including the power of decision-making, to such committees, and may make rules for regulating the proceedings thereof including the appointment of the Chairman thereof. If the power of decision-making is not so delegated to a committee appointed under this sub-paragraph of this Bye-Law, that committee will only have the power to make recommendations to the Federation Council for final decision.

The President and Vice-President shall be entitled to attend all meetings of the Federation Council and its committees'. The Chairman and Vice-Chairman of The Federation Council shall automatically be members of all Federation Council committees and shall have the right to vote.

In the appointment of these committees the Federation Council will have full powers of co-option including co-option where possible from the Controlling Council.

(a) The Federation Council may establish provincial committees of UK and Ireland Company Members in co-operation with Branches. The method of formation and constitution of and the rules and regulations affecting such provincial committees shall be prescribed from time to time by the Controlling Council.

(b) The Federation Council may establish committees of Company Members to deal with specific areas of expertise. Such Committees may co-opt experts to assist their deliberations who shall not have the right to vote.

(c) The Federation Council may co-opt any number of experts who may be representatives of Company Members or Fellows or Members to represent it in specialist areas of commercial, legislative or other expertise. Co-opted members shall have the right to vote.

## **INTERNATIONAL BRANCH FEDERATION COUNCILS**

71. The Controlling Council may authorise the formation of International Branch Federation Councils in locations where the Company Members are sufficiently numerous to warrant them. The Controlling Council may contribute from the funds of the Institute towards the formation and maintenance of such International Branch Federation Councils. The method of formation and constitution of and the rules and regulations affecting such International Branch Federation Councils shall follow those prescribed in Bye-Laws 67 to 70 above so far as practical; any variation shall be as prescribed from time to time by the Controlling Council.

International Branch Federation Councils will report to the Federation Council a member of which will represent them on the Controlling Council.

The Controlling Council may dissolve an International Branch Federation Council:

- (a) if it fails to comply with the rules laid down by the Controlling Council; or



(b) if the membership of the International Branch Federation Council is such as in the opinion of the Controlling Council warrants dissolution; or

(c) if for any other reason the Controlling Council deems it desirable in the interests of the Institute generally.

## **MEETINGS**

- 72.** The Institute's Year shall commence annually on 1<sup>st</sup> June.
- 73.** The Controlling Council may, in such manner and at such time as it thinks fit, summon or arrange meetings, other than meetings under Bye-Law 74, and may from time to time make, revoke, or alter rules governing the advertisement of, admission to, and conduct of such meetings and the subject-matter to be discussed thereat.
- 74.** Meetings of the Institute for the transaction of business, and the consideration of matters relating to the direction and management of the affairs of the Institute, shall be either Annual General Meetings or Special General Meetings.
- 75.** The President or in his absence the Chairman of the Institute or in their absence the Vice-President shall take the chair at all Annual General Meetings and Special General Meetings of the Institute and shall regulate and keep order in the proceedings.
- 76.** The Annual General Meeting shall be held within one hundred and fifty days after the commencement of the Institute's Year.
- 77.** At the Annual General Meeting the chairman shall report the result of the annual election of members of the Controlling Council. The Controlling Council shall submit for consideration its report on the affairs of the Institute, and the past year's transactions, together with the accounts made up to the previous 31<sup>st</sup> May, signed by the Chairman of the Institute, the Director and auditors, and the appointment of auditors shall take place. No other business shall be considered unless the same is specified in the notice convening the meeting, or unless a matter is proposed and seconded by members present and it is deemed a matter of extreme urgency by a majority of the Membership present.
- 78.** Resolutions or matters for inclusion in the business of the next Annual General Meeting, or at any Special Meeting called by the Controlling Council of its own volition, may be put forward either by resolution of a Branch or Zone or under signature of at least twenty Members, delivered in Writing to the Director at any time not later than 14 days before the scheduled date of the said meeting.
- 79.** The Controlling Council may call a Special General Meeting at any time of its own volition. It shall call a Special General Meeting upon a requisition by at least twenty of the Membership, ten of whom shall be Fellows, and accompanied by a deposit of not less than £1000 to cover the expenses.  
Every such requisition and notice shall specify the purpose for which such meeting is requisitioned or called, and no other business shall be considered. In the event of

a resolution being carried the deposit shall be refunded to the requisitioners; otherwise it shall be forfeited to the Institute.

If the Controlling Council does not within twenty-one days from the date of receipt of such requisition proceed duly to convene the meeting, the requisitioners, or a majority of them, may themselves convene the meeting, but any meeting so convened shall not be held later than three months from the said date of receipt of the requisition and shall otherwise be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Controlling Council.

- 80.** Not less than twenty-one clear days' notice of every Annual General Meeting and Special General Meeting specifying the place, the day and hour of the meeting and, in the case of special business the general nature of such business, shall be given to the Membership (other than those who under the provisions of these Bye-Laws are not entitled to receive the notice) but the accidental omission to give notice to or the non-receipt of notice by any individual or company member entitled to receive notice shall not invalidate the proceedings of any such meeting, unless the omission or non-receipt shall amount to a significant number.
- 81.** At every Annual or Special General Meeting twenty of the Membership personally present or in the case of a Company Member present by a duly authorised representative shall form a quorum. If at any such meeting a quorum is not present within half an hour after the time appointed for holding the meeting it shall stand adjourned to the same day in the next week at the same time and place or at the Institute office and at such adjourned meeting the Membership present but not less than three shall form a quorum. In the case of a meeting convened upon Membership requisition if a quorum be not present within half an hour after the time appointed for holding such a meeting it shall be dissolved.
- 82.** The chairman of any Annual or Special General Meeting may with the consent of the Meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might have been transacted at the meeting from which the adjournment took place. When a meeting is thus adjourned for seven days or more under this Bye-Law, at least twenty-one clear days' notice specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of the original meeting but it shall not be necessary to specify in such notice the nature of such business to be transacted at the adjourned meeting. Save as foresaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 83.** (a) Every resolution submitted to a meeting shall be decided upon a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the chairman or by at least ten members having a right to vote at the meeting. Unless a poll is so demanded a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof.



(b) A Company Member shall be restricted to one vote at any Annual General Meeting or Special General Meeting of the Institute or on any poll called at such Meetings.

(c) At meetings of the Federation Council a Company Member shall qualify for additional voting rights dependent upon its number of employees (including supporting staff) as declared pursuant to Bye-Law 21 and shall be eligible to exercise such votes on the following matters

(1) Electing representatives to the Federation Council by ballot.

(2) Voting at any Annual General Meeting called under Bye-Law 31

(3) Voting at any Special General Meeting called by the Company Members.

The voting power, voting rights and level of fees payable by Company Members shall be as from time to time recommended by the Institute Federation Council and approved by the Controlling Council.

Any dispute as to the number of votes that may be cast by a Company Member at meetings of the Federation Council shall be resolved by the Controlling Council whose decision shall be final and binding upon the parties to such dispute.

**84.** If a poll is duly demanded it shall be taken in such manner and at such place as the chairman may direct (including the use of Written voting papers and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded. Provided always that the chairman may in his absolute discretion direct that the poll shall be taken by means of Written voting papers, and if he shall so direct the poll shall thereupon be deemed to be an election by voting papers within the meaning of Bye-Law 78 and the procedure prescribed in that Bye-Law shall be followed, with the undermentioned variations, that is to say:

(a) the voting papers shall be in such form as the chairman directs;

(b) the chairman shall prescribe the time on or before which the voting papers are to be delivered or returned to the Director;

(c) where the poll involves a subject other than the election of a person or persons, the scrutineers shall state in their report (inter alia) the total number of votes cast for or against each question submitted in the voting papers, and such statement shall, as the case may require, be in addition to or in substitution for a statement of the total number of votes in favour of each candidate and the names of those who are duly elected;

(d) if it be necessary to fix a date as from which the appointment or event resulting from the election shall take effect, and if no such date be prescribed by the election itself, a date shall be prescribed by the chairman.

**85.** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

86. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
87. No poll shall be demanded on any question of adjournment.
88. Subject to the provisions of Bye-Law 83 every Member, other than those who are an Honorary Fellow, Life Fellow, Life Member, Retired Fellow or Retired Member, shall have one vote.
89. (a) Votes may be given either personally or by proxy, except at an election by voting papers under these Bye-Laws, when they shall only be given personally.
- (b) The provisions of Section 375 of the Companies Act 1985 or such legislation as may replace it shall mutatis mutandis be deemed to be incorporated in these Bye-Laws and a Company Member or a proxy may vote on a show of hands at Annual General Meetings or Special General Meetings.
90. No person shall be appointed a proxy who is not a Fellow or Member or Company Member and qualified to vote. Every instrument of proxy shall be in the following form or to like effect:

**The Institute of Chartered Shipbrokers**

I/We.....of.....being a member of the Institute of Chartered Shipbrokers and entitled to vote, hereby appoint.....of.....a Fellow or Member of the Institute or failing him.....of.....another Fellow or Member of the Institute, as my/our proxy, to vote for me/us and on my/our behalf at the Annual (or Special) General Meeting of the Institute to be held on the.....day of.....and at any adjournment thereof.

Dated this.....day of.....

91. The instrument appointing a proxy shall be deposited at the offices of the Institute not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote, and shall be available only for the meeting named therein, or for any adjournment of such meeting.
92. A person or Company who is in debt to the Institute shall not be entitled to be present or to vote at any meeting on any questions, either personally or by proxy, or to act as a proxy for another at any meeting, or upon any poll, or to be reckoned in a quorum.
93. The results of all ballots shall be by simple majority except where these Bye-Laws state otherwise.

**REGISTER OF MEMBERSHIP**

94. (a) The Controlling Council shall keep a Register of Membership. The Register shall specify those persons and Companies in each class of Membership and may be maintained by electronic or other means of recording.

(b) The Register shall be kept at the principal office of the Institute and shall during normal office hours be open to inspection by the Membership.

## **COMMITTEES AND APPOINTEES**

95. The chairman of any committee or sub-committee appointed by Controlling or Federation Council shall serve in that post for a maximum period of five years.
96. The Controlling Council may from time to time appoint any two or more of its members to act as trustees of any property belonging to or under the control of the Institute.
97. The Controlling Council may from time to time appoint any Fellow as honorary local agent for the Institute, with such powers and for such period as it shall determine.
98. The Controlling Council may from time to time appoint any one or more of its members to act as attorney, either generally or specially, with such powers and for such period as it shall determine.

## **BRANCHES AND ZONES**

99. The Controlling Council may authorise the formation of Branches of the Institute and the incorporation of any such Branches into Zones on a local, national or international basis. The Controlling Council may authorise contributions from the funds of the Institute towards the formation or maintenance of such Branches or Zones.

The method of formation, the constitution of, and the rules and regulations affecting the operation of such Branches or Zones, which shall reflect the representational requirements of both Controlling & Federation Councils, shall be as prescribed from time to time by the Controlling Council and shall not conflict with these Bye Laws.

100. Forthwith upon formation of a Zone, a Zone chairman shall be elected by the members of the committees of the branches incorporated into the Zone. If there is more than one nomination for the post of Zone chairman then the Director shall arrange for a ballot to take place, each Branch within the Zone to have one vote. In the event of a tie the Chairman of the Institute shall be entitled to a second or casting vote.
101. The Controlling Council may dissolve a Branch or Zone without dissolving the incorporated Branches:-
  - (a) if it fails to comply with the rules affecting the operation of the Branch or Zone laid down by the Controlling Council; or
  - (b) if the membership of the Branch or Zone is such as in the absolute discretion of the Controlling Council warrants dissolution; or
  - (c) if for any other reason the Controlling Council deems it desirable in the interests of the Institute generally.

## **LIBRARY**

- 102.** The Controlling Council may employ any part of the funds of the Institute in the provision and maintenance of a suitable collection of books, reports, statistics, accounts, papers, maps, instruments, materials, and other things of interest to the profession, to be maintained as an Institute library. The Controlling Council may, in special cases, contribute from the funds of the Institute towards the provision or maintenance of Branch or Zone libraries. The Controlling Council may from time to time make, revoke, and alter rules relating to all matters connected with the library.
- 103.** Subject to the provisions of English law the Institute shall have the property in the copyright of any book, paper or dissertation presented to the Institute in lieu of examination. Controlling Council may at its discretion arrange with the author of any book, paper or dissertation read or published or accepted for reading or publication whether in full or in abstract either by or before the Institute or any Branch to acquire the property in the copyright thereof and the Controlling Council may deal with such rights and property as it shall determine.

## **PERMANENT OFFICERS & EMPLOYEES**

- 104.** The Controlling Council shall from time to time appoint a suitable and experienced person, who shall not be a member of the Council, nor entitled to vote at any meeting, to be the chief administrative officer and secretary of the Institute, to be designated the "Director" or other appropriate title as defined by the Controlling Council, and who shall perform such duties as are specified in these Bye-Laws and as the Council may otherwise require from time to time.
- 105.** The Controlling Council may make such provision as it considers appropriate for pensioning retired officers and employees, whether by agreement at the time of appointment or otherwise.
- 106.** It shall be the duty of the Director or other nominated employees approved by the Controlling Council, to attend regularly at the offices of the Institute, and at every meeting of the Institute and of the Controlling and Federation Councils and committees. The Director or other such employees shall take minutes of such proceedings. The Director shall prepare and cause to be issued all notices sent to the Membership and shall conduct the correspondence of the Institute.
- 107.** The Director shall demand all payments and subscriptions as they become due and shall keep such books and forms as the Controlling Council shall from time to time direct, and shall be responsible for maintaining and keeping up to date all the minute books, letter books, lists and registers belonging to the Institute.
- 108.** The Director or other nominated employees shall receive all sums of money due or payable to the Institute and shall disperse all sums from or payable to the Institute. The Director shall keep or cause to be kept a proper account of the receipts and expenditure of the Institute and of matters in respect of which such receipts and expenditure take place and of all the assets and liabilities of the Institute, in books to be provided for that purpose, and shall produce the books of account when required by the Controlling Council. The receipt of the Director or an accredited deputy shall be a good discharge for all monies payable to the Institute.

**109.** Employees of the Institute may attend meetings of Institute Councils and Committees when acting as the accredited deputy of the Director, or as a nominated employee, or at such other times as the respective chairman may request. They shall attend as non-voting observers only but may take part in the deliberations of the Council or Committee by invitation. Nothing in this Bye Law shall prohibit any employees who are Members or Fellows of the Institute being elected to any Council or Committee in their own right as full voting members

## **INSTITUTE MONIES**

**110.** Every sum of money payable by or on account of the Institute exceeding such sum as shall, from time to time, be authorised by the Controlling Council, shall be paid only by cheque or by electronic banking methods, authorised by at least two persons nominated from time to time by the Controlling Council.

**111.** All sums of money not immediately required for the business of the Institute shall from time to time be deposited in a bank or otherwise invested in such investments, securities or property of whatsoever nature and wheresoever situated as the Controlling Council shall direct. The administration of the aforesaid investment, securities or property shall be as the Controlling Council shall direct. The Controlling Council may at its discretion realise or vary such investments, securities or property.

**112.** The Controlling Council may, on such basis as it deems to be appropriate from time to time, authorise the payment of expenses of the Membership when engaged on the business of the Institute.

**113.** At least once in every year the accounts made up to 31<sup>st</sup> May shall be duly audited by the auditors and an abstract thereof shall be printed and issued to every member together with the notice of the Annual General Meeting. The auditors, who shall be qualified in accordance with the Companies Act 1989, shall be appointed and their remuneration determined by the members present at the Annual General Meeting. The Controlling Council may fill any casual vacancy in the office of auditor.

**114.** The Controlling Council shall at its first meeting after each Annual General Meeting of the Institute appoint one or more Fellows or Members to undertake an internal audit of the accounts of the Institute.

## **SEAL**

**115.** The common seal shall be kept in such custody as the Controlling Council may from time to time determine.

**116.** The common seal shall not be affixed to any instrument except by order of the Controlling Council and in the presence of a member of such Council, and every such instrument shall be signed by the member of the Council in whose presence the seal is affixed, and countersigned by another member of the Council or the Director.

## **INDEMNITY OF OFFICERS**

**117.**The members of the Controlling Council, the Federation Council, auditors, Director and other officers of the Institute shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties, except as may result from their own respective wilful default. No member of the Controlling or Federation Councils, auditor, Director or other officer shall be liable for any other member of either such Council, auditor, Director or other officer or for joining in any receipt or document or for any act of conformity or for any loss or expense to the Institute except as may result from his own respective wilful default.

## **BYE-LAW REVISION**

**118.**Subject to the provisions of the Royal Charter, at any time and from time to time new Bye-Laws may be made and these Bye-Laws or any of them may be altered, added to or repealed by resolution of an Annual or Special General Meeting.