

# THE INSTITUTE OF CHARTERED SHIPBROKERS

## MIDDLE EAST BRANCH

### BYE-LAWS

#### 1. ADMINISTRATION

##### **a) Name**

The Branch shall be known as The Institute of Chartered Shipbrokers – Middle East Branch, abbreviated as ICS-ME (hereinafter referred to as “The Branch” or “Branch”)

##### **b) Location**

The Office of the Branch shall be at Dubai, UAE, or such other place as decided by the managing Committee of The Branch.

##### **c) Area of Operation**

The area of operation of the Branch and its jurisdiction shall be the area designated by the Controlling Council of the Institute of Chartered Shipbrokers, United Kingdom (hereinafter referred to “The Institute” or “Institute”) namely the area covered by the countries of UAE, Oman, Saudi Arabia, Qatar, Bahrain, Kuwait, Egypt and Jordan. The Branch headquarters to be in the city of Dubai, UAE. The Branch can have chapters in other Middle Eastern countries (or cities) based on the extent of membership and requirement in those countries.

##### **d) Nature of the Branch**

This shall be a non-profit making body with the aims and objectives specified in these bye-laws.

##### **e) Logo**

The Logo of the Institute, will be the same as the Institute logo shall be shown in all letter heads and rubbers stamps of the Branch.

##### **f) Website**

The official website of the Branch is [www.icsmiddleeast.org](http://www.icsmiddleeast.org).

The official website of the Institute is [www.ics.org.uk](http://www.ics.org.uk)

#### 2. OBJECTS

The Branch will act to further the objects of The Institute as laid down in its Royal Charter and Bye-Laws and shall promote and maintain in all ways possible the general well being and reputation of the Institute and its members.

At a regional level, the Branch will facilitate academic and professional excellence, through national and international cooperation and collaboration amongst its Members and other similar bodies and associations. This shall be achieved through the following specific objectives:

- a) To foster cooperation and broad based understanding amongst the Members on both academic matters and professional activities of the Institute and to propagate a sense of participation and involvement on the part of the Members on these matters.
- b) To encourage recreational, cultural, educational and welfare activities such as quiz, sports for the benefit of the members including families and to provide means of social interaction.
- c) To identify advice and contribute to the development of learning resources of the Institute by the members.

### **3. DEFINITIONS**

- a) “Branch” means the Middle East branch of the Institute of Chartered Shipbrokers, U.K.
- b) “Members” means FELLOWS, MEMBERS and HONORARY FELLOWS whose principal place of business is within the Branch area also LIFE and RETIRED MEMBERS and FELLOWS whose domicile is within the Branch area.
- c) “Active Members” are those Members who maintain their Membership and have their Membership card (by paying the applicable fees annually, upto the current or previous accounting year).
- d) “Student” or “Registered Student” means a person who has an active registration as a Student of the Institute, as per the guidelines of the Institute, with the intention to appear for the Institute exams
- e) “General Body” constitutes the aggregate of the Active Members of the ICS-Middle East branch.
- f) “Executive Committee” or “Committee” means Executive Committee of the Branch, to whom, by the rules and regulations of the Branch, the management of the affairs is entrusted.
- g) “Rules” means the Rules & Regulations of the Branch as herein contained or as amended, altered or substituted from time to time.
- h) “Memorandum” means the Memorandum of Association of the Branch.
- i) “Year” means the financial year of the Branch, which until otherwise determined by the Institute, shall extend from 1st June to 31st May.
- j) “Institute” means The Institute of Chartered Shipbrokers, U.K
- k) “email” shall mean the registered email address of the Member. Whenever a Member changes his/her email address, they should inform the Branch Secretary. The Secretary or the Branch Office shall acknowledge the change.

#### **4. BRANCH COMMITTEE**

a) Constitution

- i) The business of The Branch shall be conducted by a Committee consisting of Members elected from the Branch.
- ii) The Committee shall consist of seven Members, inclusive of the Chairman, Vice Chairman, General Secretary and Treasurer.  

All members elected to the Committee have to be in good legal standing within the operating jurisdiction.
- iii) The Committee shall meet at regular intervals, but not less than four times a year, to conduct the business of the Branch. Minutes of every meeting shall be drawn up, showing Committee members present, absentees and matters discussed/decisions taken. These minutes shall be filed with the General Secretary and also sent to the Institute.
- iv) For all purposes, a quorum shall constitute 1 person more than 50% of the Branch Committee Membership, and shall include at least one out of the Chairman, Vice Chairman or Secretary.

b) **Election and Tenure of Office**

- i) Elections to be held at least 3 months before expiry of the 3-year term of the incumbent Committee. An electoral team of not less than 3 persons to be appointed by the Committee. The team shall comprise of one Fellow of the Institute (who is not a Committee member), and 2 others who are non-Members of the Institute. Alternatively, the elections can be conducted by the Institute.
- ii) The electoral process and timelines shall be agreed by the Committee and advised to all Members and the Institute Controlling Council.
- iii) The notification of elections to be circulated to the members at least 15 days in advance of the election.
- iv) The mode of election shall be by secret ballot or voice vote at the Annual General Meeting or any other standard process adopted by the electoral team / Institute.
- v) The Electoral Team / Institute can also opt for electronic voting. The registered email address of the members shall be used for this purpose.
- vi) Members of the Branch, who have been Fellows of the Institute prior to filing of nomination papers are eligible for election, to serve for a period of three years.
- vii) Time serving as Chairman or Vice Chairman of the Branch or as an ex officio member shall not count against the three-year limit.
- viii) The immediate past Chairman shall continue as ex-officio member of the Committee, without any voting rights, for a period of one year. This shall be in addition to the elected Committee members.
- ix) Upon its constitution, the Committee shall meet immediately to elect the General Secretary and Treasurer (The Office Bearers) of the Branch to serve for a period of 3 (three) years. The Vice Chairman needs to be elected by the committee members latest by

18 months prior to the end of the term. Thereafter, upon completion of the Chairman's three-year term or in the event that the Chairman is not able to complete his term, the Vice Chairman shall take over as Chairman of the Branch.

- x) The other portfolios to be headed by a Committee member to be decided based on the formation of sub-Committees.
- xi) Members of the Committee can stand for election for a maximum of three consecutive terms, after which they shall not be eligible for re-election until after a break of one year, unless there are insufficient applications to fulfill the vacancies available.
- xii) Should a member of the Committee leave the Committee or absents himself for three consecutive meetings of the Committee after having received customary notices and without special leave of absence, that office shall be deemed vacant. The Committee may then co-opt a Fellow of the Institute of similar standing as a replacement until the end of the Committee's term. If the Committee is unable to reach a consensus, same to be tabled in extraordinary AGM.
- xiii) A Committee Member who is elected, as a replacement in a vacant position, would be considered as serving a full term, only if his / her tenure in that Committee is more than 50% of the total tenure of the incumbent Committee.

**c) Sub-Committee**

- i) Sub-Committees may be appointed by the Branch Committee to deal with any particular matters and the number and constitution of such Sub-Committees and nomination of its members shall be decided by the Branch Committee.
- ii) Every sub-committee must be headed by an elected member of the Branch committee who will act as the team lead amongst its nominated membership. One member of the sub-committee shall be designated as the deputy team lead.
- iii) The Sub-committee shall meet at regular intervals and the proceedings of the sub-committee be sent to the Branch committee.

**d) Chairman**

The Chairman or the General Secretary of the Branch shall be nominated by the branch committee as the person in charge in the license of the Branch with the appropriate local licensing authority.

**~~e) Chairman~~**

- ~~i) The Chairman of the branch shall be nominated by the Institute and shall remain an honorary member of the Branch Committee.~~
- ~~ii) He / She shall not normally attend Branch Committee meetings (unless specifically invited to do so by the Chairman) and is not required to vote, but in the event of an impasse within the Branch Committee on issues put to vote, he / she shall have the casting vote.~~
- ~~iii) The Chairman can be superseded by a new nomination from the Institute.~~

**f) General Secretary**

The Committee shall appoint a General Secretary from amongst its elected members.

**g) Treasurer**

The Committee shall appoint a Treasurer from amongst its elected members.

**5. POWERS AND DUTIES OF THE OFFICE-BEARERS**

All Office Bearers of the Branch including committee members and members of the Sub-Committee undertake to devote time for the Branch activities and to fulfill the responsibilities entrusted to them.

**a) Chairman**

The Chairman shall have general control over the affairs of the Branch and have the following duties

- i) Convene meetings of both the Executive Committee and the General Body of the Branch and preside at all meetings
- ii) Appoint all sub-committee Chairpersons and other committee as authorized by the Executive Committee.
- iii) Be an ex-office member of all sub-committees.
- iv) Represent the Branch at all relevant events and meetings authorized by the members.
- v) Perform other duties as pertaining to the office of the Chairperson, or which the Executive Committee may delegate.

**b) Vice-Chairman**

In addition to his duties as a Member of the Executive Committee, the Vice Chairman shall preside over Committee Meetings in the absence of the Chairman.

**c) General Secretary**

The General Secretary shall be the administrative head of the Executive Committee. His duties are as follows:

- i) Maintain the license of the Branch in the country of operation.
- ii) Take appropriate steps to execute the decisions of the Executive Committee.
- iii) Convene meetings of the Executive Committee as well as the general body in consultation with the Chair Person

- iv) Represent the Branch at all relevant events and meetings authorized by the Committee.
- v) Prepare the agenda for the meetings for approval of Chair Person and circulate to the Committee
- vi) record the proceedings of the meetings of the Committees and the General Body
- vii) place before the Executive Committee all important correspondence up to the date of the meeting
- viii) make arrangements for the conduct of the business of the Branch and control over office
- ix) keep custody of all documents and records of the Branch.
- x) give effective directions or decisions to the Executive Committee & General Body Meeting.
- xi) take all such measures and do all such things as may required to achieve the objects of the Branch.

**d) Treasurer**

The Treasurer shall be the sole custodian of all funds and accounts of the Branch and shall perform the following duties:

- i) receive and keep in safe custody all entrance fees, subscriptions, donations and other moneys received and to keep regular accounts vouchers for receipts and payments by member or for the inspection of the Executive Committee;
- ii) get the annual accounts audited by the auditor
- iii) operate the account jointly with Secretary and Joint Treasurer.
- iv) give effect to all directions and decisions of the accounts in General Meetings or of the Executive Committee;
- v) look after and safeguard the financial interest of the Branch.
- vi) To prepare annual budget, based on the inputs from the Committee members.
- vii) The treasurer or his designated administrator shall maintain a petty cash account. The maximum amount to be kept as petty cash may be decided by the Branch Committee.

**e) Responsibilities allocated to committee members**

The branch committee, from time to time, may allocate various responsibilities to the committee members including Chairman, Vice Chairman, General Secretary and Treasurer for the smooth functioning and growth of the branch. These responsibilities may include:

### **Education**

- Provide all advice and assistance to existing and intending students including, student registration, examination center arrangements and other appropriate duties in collaboration with the Institute Education Department.
- Organize and conduct academic programs for students to assist them in preparation for the Exams, through resources from the Branch Members and Industry experts.

### **Training**

- Conduct academic programs for corporate houses / institutions/ associations or industry practitioners at large and agree for the fees chargeable for the same based on effort, duration and costs incurred. Where the Branch is generating an income from such workshops, the respective Tutors and developers of the course materials shall be compensated at such rates as agreed in the Branch Committee.
- Explore areas of cooperation with other Institutes and Associations of similar nature and propose them to the Committee for decision and further action

### **Membership**

- Receive all applications for Membership / Fellowship and process them as per the guidelines of the Institute.
- Maintain data of Members of the branch.
- Manage the communications to the Members and implement the actions, which are of direct consequence to the Members, as decided by the Committee.
- Manage the Members page of the Branch website and other social media platforms (Facebook, LinkedIn, etc.) for effective communication to the Members.
- Conduct a formal Members survey at least once a year to obtain structured feedback from the Members, analyse the same and propose actions for improvement.
- Coordinate the process of Vetting of new Members and Fellows.
- Coordinate the presentation of certificates to the newly elected Members and Fellows.
- Coordinate with the Institute membership team as required, to clarify queries from members and Students, as well as to communicate relevant matters to Members decided by the Institute.

### **IT and Communication**

- Manage the branch website, email and communication systems

### **Co-operation with other trade bodies**

- Cooperation agreements with other trade bodies, event organizers, government institutions, etc.

### **International Co-operation**

- Forming alliances and twinning agreements with other ICS branches
- Forming co-operation agreements with other institutions and trade bodies

## **6. GENERAL MEETINGS**

- a) An Annual General Meeting of Members of the Branch shall be held at a date, time and venue agreed by the Committee who shall give the Members of the branch adequate notice thereof.
- b) A Special General Meeting may be called by the Branch Committee at any time, by giving the members of the branch adequate notice, to discuss any such matter as may be deemed necessary by the Branch Committee.
- c) A minimum notice of 10 days to be served for all General Meetings. The registered email address of the members shall be used to notify the general meetings.
- d) Voting at all Branch meetings should be by a show of hands. Voting can also be done through electronic voting using the registered email address of the members. The Chairman or the Chairperson of the General Meeting can decide on the validity of any vote in case of ambiguity.
- e) Only Members and Fellows who have paid their membership fees up till the end of the previous financial year shall be eligible to vote. Any member paying the membership dues before a General Meeting or electronic voting should do so by paying the dues at least 5 working days prior the voting or sending their vote by electronic voting, whichever is earlier.
- f) In the event of an equal vote the Chairman of the meeting shall have a casting vote in addition to the vote to which he/she is entitled as a member.
- g) At all meetings, a minimum 30 Active Members shall form the quorum. In the event that adequate number of Members are not present, the Chairperson has the option of adjourning the meeting. The number of Members present after adjournment shall be considered as adequate quorum for the meeting.

## **7. FINANCE**

- a) The Finance Sub-Committee shall be chaired by the Branch Treasurer.
- b) Money received from Student registration, Examination, Membership fees, Donations, Sponsorships etc. shall constitute the income of the Branch.
- c) The mode of payment of money (by Students, Members, Sponsors, etc.) will be decided by the Finance sub-Committee, subject to approval of the Branch Committee and thereafter be informed to all concerned. The funds of the Branch shall be in custody of Treasurer and Chairman in the name of the Branch and shall be operated jointly by the Treasurer / Chairman duly authorized by the Executive Committee.
- d) The Financial Year of the Branch shall commence annually on the first of June and continue until thirty-first of May in the year following.
- e) The Finance Committee shall maintain the books of accounts and shall present financial accounts to the Branch members at the Annual General Meeting following the Current year-end. The accounts shall be countersigned by the Branch Chairman.
- f) All payments on behalf of the Branch shall be duly approved by either the Chairman, Vice-Chairman, Secretary or the Treasurer and all cheques issued by the Branch shall be signed by signatories in the Bank account viz. the Chairman and Treasurer. The Committee may add the



Vice Chairman and/or the Secretary as signatories, if required. .

- g) **Keeping of Accounts:** The Treasurer shall keep an account of the general funds of the Branch. He shall maintain an account of all income and expenditure of the general funds of the Branch in the manner prescribed by the Institute and/or the Branch Committee.
- h) **Audit of Accounts:** The accounts of the Branch will be subject to annual audit by an external Auditor to be appointed by the Committee. The auditors shall have access to all the books and accounts of the Branch and shall examine every balance sheet and annual return and other receipts and payments or income and expenditure, funds and effects of the Branch and shall verify the same with the accounts and vouchers relating thereto.

### **8. VETTING**

The Committee shall form from amongst its members a Branch Membership Vetting Committee or including non-members of the Branch committee. The membership vetting committee's duties shall include vetting the application for membership and promotion to Fellowship in accordance with the vetting guidelines and any other duties entrusted by the Branch Committee from time to time.

### **9. BRANCH FUNCTIONS**

The Branch may arrange functions of an informative, educational or purely social nature, for the benefit of its Members and registered Students. The decision on inviting those other than Members and Students shall be at the discretion of the Committee.

### **10. INDEMNITY OF OFFICERS**

All members of Branch Committee including co-opted members are included in the Institute Indemnity as set out in Bye-Law 112.

### **11. DATE OF APPLICATION OF BRANCH RULES**

These Rules and Regulations of the Branch have been approved by the Controlling Council of the Institute as per the date below.

### **12. AMENDMENTS**

Any proposed alterations or amendments to these Rules and Regulations must first be approved by a General or Special Meeting of the Branch Committee and then be presented to the Members of the Branch in an AGM or by email for comments / objections, if any, and thereafter be subject to the approval by the Institute. The date of such approval for amendments should to be indicated below the date of the original approval.

#### **AMENDMENT HISTORY**

Amendment No.	Date of Amendment	Approved by Controlling Council

1	November 2010	February 2011
2	November 2012	September 2013: Vancouver
3	September 2015	
4	September 2022	

Amendment No.4 - September 2022

Approved by Branch Committee: 6<sup>th</sup> September 2022

Presented to Branch Membership by email and discussed in AGM: 7<sup>th</sup> September 2022

Final version approved by Branch Committee: 1<sup>st</sup> October 2022

Approved by Controlling Council: