

# **The Chartered Institute of Marketing**

## **Royal Charter, Bye-laws and General Regulations**

**2008**

# **The Royal Charter**

*At the Court at Buckingham Palace*

THE 7th DAY OF FEBRUARY 1989  
PRESENT,  
THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 6th day of February 1989, in the words following, viz.:

"YOUR MAJESTY having been pleased, by Your Order of the 26th day of July 1988, to refer unto this Committee the humble Petition of the Institute of Marketing, praying for the grant of a Charter of Incorporation under the name of "The Chartered Institute of Marketing":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed."

HER MAJESTY, having taken into consideration the said Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable Douglas Hurd one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the said Draft which is hereunto annexed.

*G. I. de Deney*

INCORPORATING the amendments to the Charter of "The Institute of Marketing" allowed by The Queen's Most Excellent Majesty in Council on the 15th day of July 1992, 26th day of July 1995, 5th day of August 1998, 11<sup>th</sup> day of December 2001 and 8<sup>th</sup> day of March 2006.

**ELIZABETH THE SECOND** for the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by the Company incorporated in the year of our Lord One thousand nine hundred and twenty-one under the Companies Acts 1908 to 1917 and now known as “The Institute of Marketing” (hereinafter called “the Company”) praying for the grant of a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

1. The persons who are now the members of the Company and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors shall forever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of “The Chartered Institute of Marketing” (hereinafter referred to as the “Institute”) and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects of the Institute shall be:
  - i. To promote and develop the art and science of marketing and to encourage, advance and disseminate knowledge, education and practical training in and research into that art and science.
  - ii. To promote and maintain high standards of professional skill, ability and integrity among persons engaged in marketing products and services.
  - iii. To promote entry to and advancement in the profession of marketing by means of examination and other methods of assessment.
  - iv. To provide and develop a professional organisation for marketing.
  - v. To increase public awareness and understanding of marketing as a vital factor in business success and prosperity.
3. Subject to this Our Charter and the Bye-laws, and to the extent only that such powers shall be consistent with its objects, the Institute shall have the following powers:

- i. to take over all the assets, undertakings and obligations of the Company and for such purpose to enter into all such contracts (including contracts of indemnity) as may be necessary or desirable;
- ii. to promote and lay down standards of education, to institute and establish scholarships, grants, awards and prizes, to award certificates, diplomas and other awards to those who pass assessments and tests;
- iii. to facilitate the acquisition and dissemination of information and views on marketing and the creation of a well-informed public opinion on the subject;
- iv. to make recommendations for the change, improvement or simplification of the law and practice of marketing, and to draw attention to anomalies in, and to comment on, proposed changes to the law of marketing;
- v. to print and publish by any means any newspapers, periodicals, journals, books, examination papers, circulars or leaflets that the Institute may think desirable for the promotion of its objects;
- vi. to hold conferences, meetings, lectures, seminars and discussions and to promote the reading of learned papers;
- vii. to establish and maintain a library and collections of literature and other material and to provide and improve facilities for persons wishing to study and undertake research;
- viii. to accept and (in its discretion) to disclaim any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute;
- ix. to take special steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of acquiring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise;
- x. to purchase, take on lease or in exchange, hire or otherwise acquire any premises to be used as a college, a library or a lecture room, or as offices, or any other property real or personal which may be deemed necessary or convenient for any of the purposes of the Institute;
- xi. to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute as may be deemed expedient with a view to the promotion of its objects;

- xii. to borrow and raise money for the objects of the Institute in such manner as the Institute may think fit;
- xiii. to invest any moneys of the Institute not immediately required for any of its objects in such manner as may be prescribed by the Bye-laws;
- xiv. to undertake and execute any charitable trusts which are calculated to directly or indirectly further any objects of the Institute;
- xv. to employ and dismiss staff, to remunerate them and to provide retirement, death, disability and ill-health benefits for them, their families, dependants and others;
- xvi. to establish and support and to give funds and financial, or any other, aid in the establishment and support of any other organisation having objects altogether or, in part, similar to those of the Institute, provided that any such organisation shall be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Institute by this Our Charter as added to, amended or revoked;
- xvii. to amalgamate with any organisation having objects altogether or in part similar to those of the Institute, subject to the same proviso as in paragraph xvi) of this Article and subject also to the prior approval of the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence);
- xviii. to purchase or otherwise acquire and undertake all or any part which may be lawfully acquired and undertaken by the Institute of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Institute is authorised to amalgamate;
- xix. to bear and display the armorial bearings and supporters and the Badge granted to the Company and duly recorded in Our College of Arms and, if the Institute shall think fit, to apply for such amendments and variations, thereto as the Institute may deem desirable, provided that the said armorial bearings and supporters and the Badge with any such amendments or variations the bearing and the use of which is authorised by this Our Charter shall first be exemplified according to the laws of Arms and recorded in Our College of Arms in default of which the said authority shall be void and of no effect;
- xx. to co-operate with other persons with a view to attaining any of the above objects

- xxi. to do all such other acts and things (including the promotion of a Bill or Bills in Parliament) whether incidental to the powers aforesaid or not as may be requisite in order to further the objects of the Institute
- 4.
- a. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its objects as set forth in this Our Charter as amended or added to in the manner hereinafter provided and no member shall as such have any personal claim on any of the said income or property;
  - b. No part of the income or property of the Institute shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member thereof, or to any other person, in return for services rendered to the Institute, or the payment in good faith of expenses incurred by any such person in providing such services, or the payment of interest at a rate not exceeding a reasonable and proper rate on money borrowed from any member or any payment becoming due under or by virtue of any indemnity given by the Institute to any officials or servants or to any member in accordance with the Bye-laws;
  - c. No payment of remuneration (other than reimbursement of out-of-pocket expenses) shall be made by the Institute to any Trustee of the Institute except as may be specifically permitted by the Bye-laws.
5. The Bye-laws shall regulate the admission of members of the Institute, the period of membership and the terms and conditions applicable to membership. The Bye-laws may prescribe the rights, privileges and obligations of each grade of membership and the descriptions and designatory letters they may use. The Bye-laws shall be binding upon the first members of the Institute as well as upon members admitted hereafter
- 6.
- a. There shall be a Board of Trustees of the Institute (hereinafter referred to as "The Board") in which shall be vested the government and control of the Institute and its affairs subject to the provisions of this Our Charter and of the Bye-laws and Regulations of the Institute.
  - b. The first members of The Board shall be the persons who are duly elected by the Voting Members of the Institute.
  - c. The successors to the first members of The Board shall be such number of the members of the Institute with such qualifications, and to be elected or constituted in such manner and to hold office for such period, and on such terms generally as may be prescribed by, or in accordance with, the Bye-laws.

- d. The business of The Board shall be conducted in such manner as may be prescribed by or in accordance with the Bye-laws.
  - e. Meetings of The Board may be held either in person or by suitable electronic means agreed by The Board in which all participants may communicate with all the other participants.
- 7.
- a. There shall be a Chairman of the Institute and such number of Vice Chairmen as The Board shall determine, who shall be known as the Officers of the Institute. The manner of election of the Officers, their terms of service and their functions shall be as prescribed by the Bye-laws.
  - b. There shall be a President of the Institute and such number of Vice Presidents as The Board shall determine appointed in such manner and for such terms of office and with such functions as shall be prescribed by, or in accordance with, the Bye-laws.
8. There shall be a Secretary of the Institute, who shall perform the functions which are customarily performed by a person holding the office of Secretary of a company or such other functions as may from time to time be determined by The Board, and shall be appointed, and removed, by The Board.
- 9.
- a. The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institute may deem fit and meet with respect to or for the government of the Institute and the promotion of the objects of this Our Charter.
  - b. The Bye-laws set forth in the Second Schedule hereto shall be the first Bye-laws of the Institute and shall remain in force until amended as hereinafter provided.
10. The Voting Members of the Institute may, by Special Resolution, add to, amend or repeal the Bye-laws for the time being, if that shall seem expedient for the furtherance of the objects of the Institute; but no Bye-laws so made shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence).
11. The Bye-laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws.
12. Regulations shall be of two kinds to be known as "General Regulations" and "Board Regulations". General Regulations shall be made by Special Resolution. Board Regulations shall be made by The Board. Regulations

of either kind may be added to, amended or revoked in like manner to that in which they were respectively made.

13. The Voting Members of the Institute may at any time amend or add to this Our Charter by Special Resolution and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as amended or added to. This Article shall apply to this Our Charter as so amended or added to in manner aforesaid.
14. The Voting Members of the Institute may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such times as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Special Resolution or in default of such determination as The Board may direct having due regard to the liabilities of the Institute for the time being. If upon the winding up or the dissolution of the Institute there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some organisation or organisations having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter, such organisation or organisations to be determined by The Board of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some object.
15. For the purposes of this Our Charter a "Special Resolution" means a resolution passed at a General Meeting of the Voting Members of the Institute convened and held in accordance with the Bye-laws and Regulations and passed by not less than three quarters of the Voting Members present in person or by proxy and voting at the Meeting.
16. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.
17. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL **THE FIRST SCHEDULE**

# The Bye-laws

## THE MEMBERS OF THE FIRST COUNCIL

### **President**

Sir Patrick Meaney

### **National Chairman**

George Priestley

### **Vice-Chairman**

Michael Andrae

### **Vice Chairman**

James Beale  
(and National  
Treasurer)

### **Vice-Chairman**

Roger Haywood

L. Anderson, A. Axon M., J. Baker, J. Barney (Mrs), T. Brannan, P. D. C. Brewin, P. Brigham, W. J. Bouzan, N. Burden, D. Carter, A. J. Clarke, J. F. B. Clark, C. R. Coley, C. M. Davenport (Mrs), M. K. Davies (Ms), J. Dickson, B. J. Dorn, C. D. Duff, M. E. Duley, W. J. Dunn, D. C. Findlay, K. Fleming, C. G. Follett, A. Frazer-Simpson (Mrs), P. W. J. Garner, G. C. F. Goodman, P. A. Hamilton, J. Henshelwood, B. Hughes, C. Hume (Mrs), R. A. B. Hutchison, T. W. Jennings, H. Kerridge, D. N. King, P. A. Kreamer, M. J. Lawrenson, A. B. Lockwood, K. W. Lofts, D. J. Lowe, T. Mason, R. S. Maugham, M. J. Minton, F. L. Morton, B. D. MacGillivray, J. B. O'Rourke, A. W. Ovens, M. E. Pinder, J. R. Rayne-Davies, A. C. Richmond, R. L. Roebuck, D. F. H. Scroggie, R. G. Taylor, R. J. Tredwell, A. Webb, A. M. White (Mrs), R. E. Wilkes, K. J. Yates.

## BYE-LAWS OF THE INSTITUTE

### INTRODUCTION AND DEFINITIONS

1. Any words and terms which are defined by the Charter have, unless the context otherwise requires, a corresponding meaning in these Bye-laws and the Regulations. The following words and expressions used in these Bye-laws and the Regulations shall, except where the context otherwise requires, have the following meanings:

<i>Words</i>	<i>Meanings</i>
Annual General Meeting	A meeting of Voting Members in accordance with Bye-law 20
Associate Members	The members of the grade of Associate Member
Affiliates	The members of the grade of Affiliated Professional and Studying Member
The Board	The Board of Trustees
Charter	The Royal Charter of Incorporation of the Institute of Marketing granted to the Institute as amended or added to from time to time, and all Supplemental Charters for the time being in force
Chartered Marketer	Any Honorary Fellows, Fellows and Members who currently satisfy the requirements in accordance with the provisions of Bye-law 4
Chief Executive	Person employed by the Institute in the position of chief executive officer or its equivalent
The Companies Act	The Companies Act 1985 as amended or re-enacted from time-to-time and any subordinate legislation made under it.
Fellows	The members of the grade of Fellow
General Meeting	A meeting of the Voting Members held in accordance with Bye-law 20 or Bye-law 22
Honorary Fellows	The members of the grade of Honorary Fellow
In writing	Written, printed, or otherwise represented or reproduced in a visible form
Laws of the Institute	Charter, the Bye-laws, the Regulations, and all rules made in accordance with the provisions of the Bye-laws and the Regulations
Members	The members of the grade of Member
Membership	The members of the Institute of every grade (Voting and Affiliates) mentioned in Bye-law 4 and the term "membership" shall be

	construed accordingly
Month	Calendar month
Officers	The Chairman and Vice Chairmen, elected in accordance with the provisions of Bye-law 50, and the expression “office” shall be construed accordingly
President	The President of the Institute elected in accordance with the provisions of Bye-law 54
Regulations	The Board Regulations and the General Regulations for the time being in force
Trustee	A member of The Board
Vice President	A person appointed to the office of Vice President by the Board in accordance with the provisions of Bye-law 55
Voting Members	The members of the grade of Honorary Fellows, Fellows, Members and Associate Members

Words importing persons shall include corporations and firms and other unincorporated bodies or associations.

Words importing the masculine gender only shall include the feminine gender.

Any reference to the making of a Bye-law, Regulation or rule shall include a reference to the amending of a Bye-law, Regulation or rule already made.

Headings are inserted for convenience only and shall not affect the meaning of these Bye-laws.

## **MEMBERSHIP OF THE INSTITUTE**

2. There shall be four grades of Voting Members of the Institute, namely Honorary Fellows, Fellows, Members, and Associate Members, and two grades of Affiliates, namely Studying Member and Affiliated Professional.
3. The persons who at the date these Bye-laws come into force and effect members of the Company in grade of “Fellow”, “Members”, or “Associate Members” shall respectively be the first Fellows, Members, and Associate Members of the Institute. The persons who at the date these Bye-laws come into force and effect are members of the Company in the grade of “Retired Member” shall be Members of the Institute.
4. a. A person may be admitted as a Fellow by The Board if i) he or she is a Member or possesses the qualifications for admission as a Member, ii) he or she demonstrates, to the satisfaction of The Board, a record of expertise, experience and success in marketing in a national or international context and iii) he or she has held a

senior management or academic position for at least five years. General Regulations may vary the requirements of ii) and iii) and may also provide for exemption from those requirements.

- b. A person may be admitted as a Member by The Board if i) he or she has completed the Institute's examinations or assessments or has been awarded a degree (or equivalent academic award) in a relevant discipline satisfactory to The Board ii) he or she has had at least three years' experience in marketing (whether in practice or in teaching) and, iii) he or she, at the date of The Board resolution admitting him or her, holds a marketing management or teaching position which has been held for at least one year. General Regulations may vary the requirements at ii) and iii) and may also provide for exemption from those requirements.
- c. A person may be admitted as an Associate Member by The Board if he or she has completed the Institute's examinations or assessments or holds a postgraduate equivalent to the Institute's examinations or a University degree majoring in marketing or equivalent diploma majoring in marketing or an equivalent level marketing professional body examination or another academic award in a relevant discipline satisfactory to The Board.
- d. A person may be admitted as a Studying Member by The Board if he or she is studying for the Institute's examinations or assessments or equivalent academic award in a relevant discipline satisfactory to The Board.
- e. A person may be admitted as an Affiliated Professional provided that he or she is actively engaged in or considering a career in marketing, or is studying for a marketing qualification or intending to take up studying for a marketing qualification.
- f. A person may be admitted as a Member if he or she has held a senior marketing management, or consultancy, appointment for not less than five years, is at the time of his or her application holding an appointment at or near board level, has personal responsibility for planning and implementing profitable marketing programmes, and submits a formal paper satisfactory to The Board demonstrating his or her marketing ability provided that members admitted in this way shall not exceed 15% of total number of Voting Members at any time.
- g. The criteria to be met in the formal paper shall be determined by Board Regulations.
- h. The Board shall have the power permanently to suspend the provisions of Bye-law 4f.
- i. 1. Honorary Fellows, Fellows and Members may use the designation "Chartered Marketer" if they have passed the

Institute's examinations or assessments or hold an equivalent marketing qualification acceptable to The Board, and have demonstrated that they have satisfied the requirements of the Institute's Continuing Professional Development programme for a minimum of two consecutive years prior to their application.

2. Matters relating to the retention of Chartered Marketer status shall be determined by Board Regulation
  3. The criteria to be met for Continuing Professional Development shall be determined by Board Regulation.
5. The following shall be Honorary Fellows of the Institute:
- a. the persons who are Honorary Fellows of the Institute at the date these Bye-laws come into force and effect;
  - b. persons who are admitted as Honorary Fellows by resolution of The Board, being in the opinion of The Board persons of exceptional distinction or who have been of outstanding service to the Institute or profession.
- 6.
- a. All designatory letters awarded can only be used by members whilst they remain in membership.
  - b. Every member of the Institute is entitled to describe himself or herself according to his or her grade of membership as an Honorary Fellow, Fellow, Member, Associate Member, Studying Member, or Affiliated Professional (as the case may be) of The Chartered Institute of Marketing.
  - c. Every person admitted as a Fellow or Member or Associate Member is respectively entitled to use the letters "FCIM" or "MCIM" or "ACIM" (as the case may be) after his or her name. Every Honorary Fellow is entitled to use the letters "Hon FCIM" after his or her name.
  - d. Every member who has been awarded the Institute's Postgraduate Diploma or Professional Postgraduate Diploma or Chartered Postgraduate Diploma in Marketing shall be entitled to use the designatory letters "DipM" after their name.
  - e. Every Fellow or Member who has been awarded Chartered Marketer status shall be entitled to use such designatory letters as shall be determined by Board Regulations after their name.
7. The formalities and methods for the proposal, election and admission of members of any grade and for the transfer from one grade of membership to another shall be specified by Board Regulations.

8. A register shall be kept by or under the control of The Board containing the names of all the members of the Institute showing the grade to which each belongs and giving his or her last known address.
9. There shall be power by General Regulations to prescribe for the affiliation of persons with the Institute in such manner as The Board may from time to time determine and with such privileges and rights and upon such conditions as The Board shall think fit. No person so becoming affiliated shall thereby become a member of the institute for any purpose of the Laws of the Institute.
10. The Board shall in all cases have absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Institute.
11. Any member may withdraw from the Institute by giving one month's notice in writing duly signed to the Secretary at any time and on paying with such notice any unpaid subscription that may be due by such member, and upon the expiration of such notice such member shall be deemed to have ceased to be a member.
12. A member who ceases to be a member for any reason shall not be entitled to any repayment of his or her entrance fee or subscription, whether paid for the current year or for a year or years in advance or otherwise.
13. The rights of any member shall be personal and shall not be transferable.
14.
  - a. Every member of the Institute shall be bound to pay such entrance fee and such annual subscription appropriate to the particular category of membership as shall from time to time be prescribed by or in accordance with these Bye-laws.
  - b. The amounts of entrance fees and annual subscriptions shall be prescribed in Board Regulations and shall be payable in such manner and upon such dates as such Regulations shall prescribe.
  - c. The amounts of entrance fees and annual subscriptions may be increased from time to time by The Board and by such amounts as The Board may determine.
15. A person shall cease to be a member of the Institute in any of the following cases:
  - a. if the member shall resign by giving written notice thereof to the Secretary in accordance with Bye-law 11;
  - b. if the member shall fail to pay all subscriptions within three months after the same have become due from him or her to the Institute;
  - c. if the member shall become bankrupt or insolvent, or suspend payment or enter into any composition or arrangement with his or

her creditors generally, or becomes incapable by reason of any mental disorder or mental impairment within the meaning of the Mental Health Act 1983;

- d. if the member shall have been expelled from the Institute in accordance with the provisions of Bye-laws 16 to 19;
- e. if the member, having had his or her membership continued pursuant to proviso 1. below subject to conditions specified by The Board and notified to the member, shall not satisfy any of those conditions.
- f. Any instrument that relates to status must be sent back if membership lapses.

Provided that:

- 1. The Board may in any case in its discretion resolve that the membership of any member shall, notwithstanding the happening of any of the above events, continue (whether or not subject to conditions prescribed by The Board);
- 2. any person whose membership shall cease in accordance with these Bye-laws shall remain liable to the Institute for all fees, subscriptions and other sums, which may have been due from him or her at the date his or her membership ceased.

## **DISCIPLINARY PROVISIONS**

- 16.** General Regulations shall make provision for the professional standards to be observed by members and failure to observe any of such standards shall be treated as grounds for complaint against any member.
- 17.** If any complaint shall be made against any member, it shall be considered by a Committee of The Board (herein referred to as “the Disciplinary Committee”).
- 18.** The composition of the Disciplinary Committee shall be determined by General Regulations, which shall also prescribe the procedure to be adopted at its proceedings. Such Regulations shall include provision for giving notice of a complaint to a member, for the member concerned to explain or answer the complaint made against him or her by written submission, in person or through a representative, and for evidence to be taken (including the calling and cross-examination of witnesses).
- 19.** a. If any complaint against a member shall be found by the Disciplinary Committee to have been established, the Disciplinary Committee may direct that:
  - i. no sanction is to be imposed against the member; or

- ii. the member be censured; or
  - iii. the member be expelled or suspended or that his or her membership be continued only subject to conditions.
- b. The decision of the Disciplinary Committee shall be final.
- c. All decisions of the Disciplinary Committee concerning a complaint against the member shall be notified in writing to the member and may be further published in such a manner as the Disciplinary Committee shall determine.

## **GENERAL MEETINGS OF THE INSTITUTE**

- 20.** An Annual General Meeting of the Institute shall be held once in every financial year at such time and place as may be determined by The Board. Not more than fifteen months shall elapse between Annual General Meetings.
- 21.** The business of an Annual General Meeting shall be:
- a. to receive and consider the annual report of The Board on the business and activities of the Institute; the annual accounts of the Institute and the reports of The Board and the auditors thereon;
  - b. to receive notification of the election of The Board;
  - c. to appoint an auditor or auditors and either to determine his or her or their remuneration or authorise The Board to determine the same; and
  - d. to transact such other business as The Board may think fit and is appropriate for an Annual General Meeting.
- 22.** A General Meeting of the Institute other than an Annual General Meeting may be convened at any time by The Board and shall be so convened within two months of the receipt of a written requisition, signed by 200 or more Voting Members, stating fully the objects of the meeting and deposited at the office of the Secretary. Such requisition may consist of several documents in like form. If no such General Meeting has been convened within two months of the receipt of such requisition as aforesaid a General Meeting may be convened by the requisitionists or any of them being at least a majority in number of them, for such purposes only as shall be specified in the requisition in the same manner as nearly as possible as that in which General Meetings are convened by The Board, but so that any such General Meeting shall be convened not later than two months after the expiration of the aforesaid period of two months.
- 23.** Any Special Resolution or General Regulations which are proposed may be considered either (if The Board thinks fit) at an Annual General Meeting of the Institute or at some other General Meeting. In each case

notice of the intention to propose a Special Resolution or General Regulations shall be given to the Voting Members at the time when notice of the Meeting is given to them.

- 24.** All Voting Members of the Institute shall be entitled to receive notice of and attend General Meetings of the Institute. Every Voting Member shall have one vote but no member of any other class shall be entitled to vote.
- 25.** Not less than twenty one clear days' notice shall be given of every General Meeting.
- 26.** The Chairman or, if the Chairman is unable or unwilling to do so, a Vice Chairman or, if no one, some other Voting Member elected by those present presides at a General Meeting.
- 27.** No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the Meeting proceeds to business. Eleven Voting Members present in person shall constitute a quorum.
- 28.**
  - a. A Voting Member entitled to attend and vote at a General Meeting shall be entitled to appoint a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. A proxy must be a Voting Member.
  - b. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Institute or at such other place (if any) as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting and in default the instrument of proxy shall be invalid.
  - c. An instrument appointing a proxy shall be in the form approved by The Board.
- 29.** Every resolution put to a General Meeting of the Institute shall be decided on a show of hands and every Voting Member present in person shall be entitled to one vote unless a poll is (before or on the declaration of the result of a show of hands) demanded either by the Chairman or by at least five Voting Members present in person or by proxy.
- 30.** Unless a poll be so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of General Meetings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion

of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

31. If a poll is duly demanded it shall be taken at such time and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which it was demanded.
32. Notwithstanding the foregoing provisions, no poll shall be permitted upon any question affecting the Chairman of the Meeting, or any adjournment of the Meetings.
33. Upon a poll, every Voting Member present in person or by proxy upon the taking of the poll shall have one vote.
34. 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.
35. No objection shall be made to the validity of any vote except at a Meeting or poll at which such vote shall be tendered and every vote not disallowed at such Meeting shall be valid. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at that Meeting or poll resolved at that Meeting to be taken.
36. Subject to the Charter and these Bye-laws, the following matters relative to General Meetings may be prescribed and regulated by General Regulations:
  - a. the circumstances in which and the means by which a Meeting may be adjourned;
  - b. the procedure to be adopted in the event of a poll being demanded;
  - c. the extent, if at all, to which Voting Members who are in arrear with subscriptions or other payments shall be entitled to vote at General Meetings.
37. The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any Voting Member, or the attendance and voting at any Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the Meeting shall not invalidate the proceedings thereat.

## **THE BOARD**

38. The business of the Institute shall be managed by The Board and, subject to the Laws of the Institute and Decisions of Voting Members in General Meetings, The Board shall have sole control in all matters relating to the government, direction, management, and organisation of the Institute.

- 39.** Subject to the Laws of the Institute and to any directions given by Special Resolution, The Board may exercise any of the powers of the Institute, in particular (but without limitation):
- a. to arrange for the grant of diplomas, certificates and awards and for the participation in any scheme for the grant thereof jointly with other professional bodies;
  - b. to engage professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may think fit;
  - c. to invest monies belonging to the Institute;
  - d. to sell, buy, let, exchange, lease and accept leases of and deal with any real and personal property on behalf of the Institute;
  - e. to borrow money, give guarantees and indemnities and mortgage or charge the undertaking, assets and rights of the Institute;
  - f. to employ and dismiss officers and staff and make provision for retirement, death, disability and ill-health benefits for them and their families, dependants and others;
  - g. to have the custody and use of the Seal of the Institute.
- 40.**
- a. The Board shall consist of twelve Voting Members nine of whom shall be elected by the Voting Members and three of whom shall be appointed by The Board.
  - b. The Board shall have the power to co-opt up to five additional Voting Members to act as Trustees.
  - c. The eligibility criteria for the election of Elected Trustees shall be determined by General Regulations.
  - d. The President shall have the right to attend all meetings of The Board, to take the Chair thereof if he or she so wishes and to speak, but shall not have a vote and shall not be responsible in any way for the decisions of Board or the consequences thereof.
- 41.** At each Annual General Meeting one third of the Elected Trustees or, if their number is not three or a multiple of three, the number nearest one third must retire from office. The Trustees to retire shall be those who have been longest in office since their last appointment unless otherwise determined by General Regulations, the choice between any of equal service being made (unless they otherwise agree among themselves) by drawing lots.
- 42.**
- a. The election of persons to fill vacancies as a Trustee shall be by a ballot or ballots of Voting Members. The ballot or ballots may be by

means of either postal voting, the use of any other suitable technology, or a combination of these voting methods, as determined by Board Regulations.

- b. Any Voting Member of the Institute of good standing who is not a Trustee due to complete a period of service following the time of the election and serving a minimum of six years on The Board shall be eligible to stand as a candidate in such an election subject to satisfying the following conditions;
    - i. is nominated as a candidate by The Board, or
    - ii. is proposed and seconded by Voting Members of the Institute.
  - c. The conduct of the election of Trustees, including the statement of the number of vacancies, the invitation to candidates to stand, the receipt of nominations, the information to be provided to electors, the issue and return of ballot papers, the counting of votes and the announcement of the results shall be the responsibility of the Secretary and shall be as prescribed in Board Regulations.
  - d. Successful candidates for membership of The Board shall assume office at the close of the Annual General Meeting, immediately following the election in which they were successful.
  - e. Elected Trustees shall be eligible for re-election for further terms of office as a Trustee but a person who has served as a Trustee for six years in the aggregate, whether consecutive or not, shall not be eligible to be re-elected as a Trustee unless a period of three years has passed since the conclusion of his or her last term of office.
  - f. In the event of a Trustee ceasing to hold office, whether as a result of death, incapacity, resignation or otherwise, before the date on which that term of office would otherwise have come to an end, The Board shall elect some other person to be an Elected Trustee who shall hold office until the conclusion of the next Annual General Meeting. A period of office as a Trustee served to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election as a Trustee.
- 43.**
- a. The co-option of Trustees by The Board shall be conducted in accordance with Board Regulations.
  - b. A co-opted Trustee shall assume office at the close of the Board meeting at which he or she is appointed for a term which shall come to an end at the close of the next following Annual General Meeting. It shall be open to The Board to co-opt such a member for a further term or terms provided a person who has served as a Trustee for six years in the aggregate, whether consecutive or not, shall not be eligible to be co-opted as a Trustee unless a period of

three years has passed since the conclusion of his or her last term of office.

- 44.** Notwithstanding the provisions of all other Bye-laws a Trustee shall vacate office immediately:
- a. if he or she ceases to be a member of the Institute,
  - b. if he or she resigns by notice in writing to the Secretary,
  - c. if, having been elected to The Board, he or she no longer meets the eligibility criteria for that election under these Bye-laws or the General Regulations,
  - d. if he or she becomes incapable by reason of any mental disorder or mental impairment within the meaning of the Mental Health Act 1983,
  - e. if in accordance with the relevant procedure, he or she is found guilty of a disciplinary offence,
  - f. if a receiving order in bankruptcy is made against him or her or he or she makes any arrangement or composition with his or her creditors,
  - g. if he or she shall have been absent from three consecutive meetings of The Board (otherwise than through illness or other reasonable cause) and The Board shall resolve to terminate his or her membership,
  - h. if the Voting Members of the Institute in General Meeting resolve that he or she be removed from membership of The Board in accordance with Bye-law 45.
- 45.** Notwithstanding anything in the Bye-laws, the Voting Members of the Institute may by Special Resolution remove any Trustee from his or her membership of The Board before the expiration of his or her period of office and may by a simple majority of the Voting Members present in person or by proxy and voting at the Meeting appoint another person to be a Trustee in his or her place. The person so appointed shall hold office during such time only as the removed member would have held office if he or she had not been removed.
- 46.** All service on The Board shall be honorary and without remuneration, save that Trustees shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses incurred in carrying out their duties, including expenses of travelling to and from and attending meetings of The Board and save also that fees may be paid to any Trustee for acting as an examiner in respect of any examination held by the Institute. No member of the staff of the Institute shall be eligible to become a Trustee.

47. The proceedings of each meeting of The Board and all other questions incidental thereto shall be determined by or in accordance with Board Regulations.
48. The quorum for meetings of The Board shall be six provided that the majority of Trustees present are Elected Trustees.
49. The Chairman or, if the Chairman is unable or unwilling to do so, a Vice Chairman or, if no-one, some other Trustee chosen by the Trustees present presides at each meeting of The Board.

## **OFFICERS**

50.
  - a. The Board shall elect from among its number by secret ballot (and may remove) a Chairman and Vice Chairman (or Vice Chairmen).
  - b. Each Officer so elected shall assume office at the close of the Annual General Meeting of the Institute immediately following his or her election to that office and shall continue in that office until the close of the Annual General Meeting following the completion of a two year term.
  - c. In the event of a vacancy occurring in any office before the expiry of the period of service, whether through death, incapacity, resignation, removal by The Board following a secret ballot, or for any other reason, The Board shall elect a successor by secret ballot. The appointed successor shall serve for the remainder of the period of service, and may be re-elected.
51. The functions of the Officers is to take responsibility for the implementation of the decisions of The Board through the machinery of the Institute and to exercise such powers as may be conferred on them by the laws of the Institute or may be delegated to them from time to time, by the decisions of The Board as determined by Board Regulations.

## **DELEGATION**

52. The Board shall appoint a Chief Executive whose function shall be to formulate and bring before The Board plans for the activities of the Institute and be responsible for the day to day management of the Institute on behalf of The Board
53. The Board shall have power to delegate to any region, branch, interest group, board or committee established by The Board or to any employee of the Institute such of the powers and functions of The Board (other than the Power to make Board Regulations) as The Board shall think fit and to grant powers of sub-delegation. Any board or committee may include persons who are not members, but a majority of the board or committee must be members. The Board shall have the power to review

and, if thought fit, to disallow the exercise of any power so delegated, without prejudice to the validity of any act taken or made pursuant to the exercise of such delegated power and before the disallowance thereof.

## **PRESIDENTS AND VICE PRESIDENTS**

- 54.** a. The President of the Institute shall be a person of outstanding experience and performance in marketing, management or related fields and need not, previously to his or her election, have been a member of the Institute. On election, if not already a Voting Member, he or she shall be deemed to have been admitted as a Member of the Institute by virtue of his or her office, and shall remain a Member during the continuance of his or her office.
- b. The function of the President shall be to represent the Institute at the highest level in its relations with Government and other organisations. He or she shall not have responsibility for the day-to-day governance, direction and management of the Institute.
- c. In the event of the office of President becoming vacant The Board shall appoint a President. Nominations for candidates for appointment as President shall be made to the Board by the Chairman and Vice Chairmen after consulting the retiring President.
- d. The President shall assume office immediately following the date of his or her appointment, and shall continue in office until the close of the next following Annual General Meeting. If the President is willing to be re-appointed he or she shall be deemed to be re-appointed with effect from the close of the next following Annual General Meeting. A President shall be eligible for re-appointment for two subsequent periods of office, or such higher number as The Board may determine.
- 55.** a. The Vice Presidents of the Institute shall be appointed by The Board in such numbers as it shall determine and for such periods of service as shall be specified in their appointments.
- b. The functions of the Vice Presidents, which shall correspond to those of the President, shall be such as he or she shall, from time to time, allocate to each of them. The Vice Presidents shall have no responsibility for the day-to-day governance, direction and management of the Institute.
- c. A Vice President, prior to his or her appointment, need not have been a Voting Member of the Institute, but, if he or she was not, shall be deemed to have been admitted as a Member of the Institute by virtue of his or her appointment and shall remain a Member during the period of his or her appointment.

## **INDEMNITY**

- 56.** The members of The Board, members of committees, other officials and the staff of the Institute may, by resolution of The Board, be indemnified out of the funds of the Institute against any losses, expenses or liability incurred by them in or about the discharge of their respective duties, unless arising from their own negligence or wilful default.
- 57.** No Trustee or member of a Committee, or member of the staff of the Institute shall be liable for any act other than his or her own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through his or her own wilful act or default.

## **FINANCE**

- 58.** The funds of the Institute shall, in accordance with the Charter, be applied wholly with a view to the promotion of the objects of the Institute. The administration of all funds of the Institute shall be subject to the control of The Board.
- 59.** The Board shall have power to create a Reserve Fund for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Institute or to be used as a sinking fund to pay off encumbrances of the Institute or for any other purpose of the Institute which The Board shall think appropriate.

## **ACCOUNTS AND AUDIT**

- 60.**
  - a. The Board shall cause proper accounting records to be kept, which shall be sufficient to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
  - b. The accounting records shall be kept in such place as The Board shall determine and shall be open to inspection by members of The Board during normal business hours.
  - c. The Board shall, in respect of each accounting period of the Institute, cause to be prepared an income and expenditure account and a balance sheet as at the last day of the period and shall cause such accounts to be examined by the auditors.
- 61.** The auditors shall make a report to the Institute in General Meeting on the accounts examined by them which shall so far as relevant contain statements as to the matters mentioned in section 235 of the Companies Act. Such report shall be placed before the Institute in General Meeting and shall be open to inspection by any member of the Institute.
- 62.** The Board shall lay before the Institute in General Meeting copies of the accounts and balance sheet of the Institute for each accounting period, which together with a copy of the auditors' report shall, not later than

twenty-one days before the Meeting at which they are to be considered, be sent to every member of the Institute entitled to receive notice of General Meetings.

63. The Institute shall, at each General Meeting at which the accounts and balance sheet are laid before the Institute, appoint auditors to hold office from the conclusion of that meeting until the conclusion of the next such General Meeting of the Institute at which time such auditors shall be eligible for re-appointment.
64. The Board may appoint the first auditors of the Institute at any time before the first General Meeting of the Institute or fill any casual vacancy in the office of auditor and auditors so appointed shall hold office until the conclusion of the next General Meeting.
65. No person shall be appointed auditor who is not qualified for appointment as auditor of a private company under the Companies Act or who is or any of whose partners is a Trustee or member of the staff of the Institute.
66. The auditors shall receive such remuneration as may be determined by or with the authority of the Institute in General Meeting.
67. The auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institute and shall be entitled to require from the Officers and the staff of the Institute such information and explanation as may be necessary for the performance of their duties.
68. An auditor may resign by notice in writing addressed to the Secretary.
69. The auditors shall be entitled to attend any General Meeting of the Institute and to receive all notices of and any other communications relating to any such meeting which Voting Members of the Institute are entitled to receive and to be heard at any such meeting which they may attend on any part of the business of the meeting which concerns them as auditors.

## **NOTICES**

70. A notice and any other document may be served by the Institute upon any member either:
  - a. personally;
  - b. by sending through the post in a prepaid envelope or wrapper addressed to such member at his or her registered place of address;  
or
  - c. by electronic means; or
  - d. publication on a website of similar medium, subject to Bye-law 74.

71. Each member shall from time to time notify in writing to the Institute an address, which can include an electronic address, at which notices may be served upon him or her, which shall be deemed his or her registered place of address.
72. Any notice or other document required to be given by the Institute to the members or any of them and not expressly provided for by or in accordance with these Bye-laws shall be sufficiently given if advertised in such manner as may be determined by General Regulations.
73. Any notice or other documents sent by post shall be deemed to have been served four days after the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and posted. A certificate in writing signed by any officer of the Institute that the envelope or wrapper containing the notice was so addressed prepaid and posted shall be sufficient evidence thereof.

Any notice or other documents served by electronic means and by publication on the website or similar medium shall be deemed to be given at the expiration of 48 hours after the time it was sent.

74. In the case of service publication on a website or similar medium notice shall be deemed to be served only if:
  - a. the member has also been served personally, by post or electronically a Notice of Availability that the notice or other document in question has been so published:
  - b. the notice or other document in question is available for substantially the whole of any relevant notice period.
75. The member is entitled, upon request, to receive the notice or other document in question at no cost by any of the means listed at Bye-law 70 a, b or c above.
76. The signature to any notice to be given by the Institute may be written, printed or electronic.
77. Every notice or application to The Board or to the Secretary, except where otherwise specifically provided by or in accordance with the Laws of the Institute, shall be deemed to be sufficiently given or made if the same be signed by the person or persons giving or making the same, and be delivered to the Secretary personally or be left at the office of the Institute addressed to him or her within normal working hours on any day, except a Saturday, Sunday or public holiday, or be forwarded to him or her at the office of the Institute by post prepaid, and every person giving or making such notice or application shall be entitled to require acknowledgement by the Secretary of the receipt of such notice or application.

# **The General Regulations**

## **General Regulations on the Conduct of General Meetings**

### **1. Chairmanship of General Meetings**

- 1.1 The Chairman shall take the chair at all general meetings of the Institute.
- 1.2 If the Chairman is unable to Chair the meeting, a Vice Chairman or some other Voting Member elected by those present presides at a General Meeting.

### **2. Adjournment of Meetings**

- 2.1 The Chairman of any general meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place.
- 2.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2.3 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 2.4 The Chairman shall not adjourn a meeting at his own will, except in case of disorder. If in any other case (e.g. lack of time to finish business) he purports to do so, the meeting may elect another Chairman and proceed with the business.
- 2.5 The Chairman shall not be bound to adjourn a meeting, even if the majority desire him to do so.

### **3. Notice of General Meetings**

- 3.1 All Voting Members of the Institute shall be entitled to receive notice of and attend general meetings of the Institute; (Bye-law 24)
- 3.2 Not less than twenty-one clear days' notice shall be given of every general meeting; (Bye-law 25)
- 3.3 The notice of a general meeting shall state the place, date and hour of the meeting and, in the case of special business, the general nature of that business;
- 3.4 The notice of a general meeting at which a special resolution or an extraordinary resolution is to be proposed must specify the intention to propose the resolution as a special resolution or an extraordinary resolution. The exact wording of the resolution to be proposed must be sent out in the notice.

**4. Voting at General Meetings and Demand for a Poll**

- 4.1 Every Voting Member shall have one vote at a general meeting, but no member of any other class shall be entitled to vote.
- 4.2 Every resolution put to a general meeting of the Institute shall be decided on a show of hands, and every Voting Member personally present shall be entitled to vote unless a poll is demanded (before or on the declaration of the result of a show of hands), either by the Chairman or by at least five Voting Members present in person or by proxy.
- 4.3 A proxy has no vote on a show of hands, but may vote on a poll.
- 4.4 A Voting Member entitled to attend and vote at a General Meeting shall be entitled to appoint a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. A proxy must be a Voting Member. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Institute or at such other place (if any) as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time of holding the meeting or adjourned meeting and in default the instrument of proxy shall be invalid. An instrument appointing a proxy shall be in the form approved by the Board.
- 4.5 If a poll is demanded, it shall be taken at such time and in such manner as the Chairman shall direct, and the poll shall be deemed to be the resolution of the meeting at which it was demanded.
- 4.6 No poll shall be permitted on any question affecting the Chairman of the meeting, or any adjournment of the meeting.
- 4.7 Upon a poll every Voting Member present in person or by proxy upon the taking of the poll shall have one vote.
- 4.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
- 4.9 The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered or poll resolved to be taken.

**5. Arrears of Subscriptions**

No Voting Member of the Institute shall be entitled to receive notice of and attend and in the case of General Meetings, vote at General Meetings of the Institute if he/she has failed to pay all subscriptions within three months after the same have become due from him/her to the Institute.

## **General Regulations on Elections to the Board of Trustees**

Bye-law 40 (c) states that the eligibility criteria for the election of Elected Trustees shall be determined by General Regulations.

1. There will be places for six Elected Trustees from UK and Europe, and three Elected Trustees from other regions.
2. All Voting Members will be eligible to vote in the election of the nine Elected Trustees. Of the places to which members can be elected, two thirds will be reserved for candidate from UK and Europe, and three for candidates from the other regions.
3. One third of the Elected Trustees (i.e. three) are elected each year. In an election for any three places on the Board the two candidates from the UK and Europe with the highest number of votes will be eligible to be elected and the candidate from the other regions with the highest number of votes will also be eligible for election.
4. If, in any one election, the number of vacancies is greater than or less than three, the eligibility for election will be varied accordingly to ensure that the overall balance of Elected Trustees as set out in clause 1 above is maintained.
5. If, in any year, there are insufficient candidates from a particular region to fill its allocated vacancies, the vacancy will remain until the Board can appoint a member from the appropriate region to fill it. The person so appointed will be appointed to a casual vacancy, to hold office until the conclusion of the next AGM.
6. The criteria for determining the geographical location of a member will be permanent residency in a country within the UK and Europe, or the other regions, as defined in the attachment.
7. If, during his or her term of office an elected trustee ceases to be a permanent resident in the region under which s/he was elected, s/he shall vacate office immediately in accordance with Bye-law 44 (c).
8. Permanent residency shall be evidenced by a member both having his or her registered address in the region, and currently residing in the region. Other factors that may be taken into account include place of permanent employment; where tax is paid; and residency over the preceding six months. Periods of temporary residency outside the region (i.e. of three months or less) shall not normally invalidate a member's eligibility to be elected from that region. However, the matter of a member's residency shall be for CIM to determine and its decision shall be final.

# **The Code of Professional Standards**

# **General Regulations for the Provision of Professional Standards, Ethics and Disciplinary Procedures in accordance with Royal Charter Bye-laws 16-19**

## **The Code of Professional Standards**

This Code has been reviewed and revised by the Ethics Committee and approved by the International Board of Trustees. All paragraphs within Section 2 in bold type form the General Regulation.

To assist members in their understanding of the Code, the Code itself is reproduced in bold below, followed by brief guidance notes relating to its interpretation and application.

### **1. Preamble**

One of the Objects of The Chartered Institute of Marketing (“The Institute”) as set out in Article 2 of its Royal Charter is: “To promote and maintain for the benefit of the public high standards of professional skill, ability and integrity among persons engaged in marketing products and services”. In furtherance of this Object, the Institute requires its members to recognise their responsibilities to customers, employers, colleagues and fellow marketers, and to the public in general. In order to maintain the recognition and honouring of such responsibilities, the Institute has required all members to adhere to the Code of Professional Standards, as a condition of membership.

Where a complaint is made by any person that a member of the Institute has acted in breach of the Code of Professional Standards, the complaint will be processed by the Chairman (a lawyer) and the members of the Disciplinary Committee of the Institute. A number of different ways are provided for the disposing of the complaint, but members should note that where the misconduct is sufficiently serious to justify it, the Disciplinary Committee, with the approval of the IBT, has the power to expel a member from the Institute.

### **Introduction**

The following notes are designed as a guide to members to help them understand what lies behind the current standards that have been set, and how they are likely to be interpreted in practice. These notes can never do more than that, because the final arbiters of what is professional misconduct or not is in each individual case the Disciplinary Committee’s view of it, when approved by the IBT.

Neither are these guidelines to be regarded as an exhaustive explanation of the standards. The guidelines follow the current professional standards numbering system:

## **2. Code of Professional Standards**

### **2.1 A member shall at all times conduct himself with integrity in such a way as to bring credit to the profession of marketing and The Chartered Institute of Marketing.**

This standard reflects the call upon the Institute by its Royal Charter to maintain for the benefit of the public high standards of professional skill, ability and integrity amongst marketers. Public confidence is crucial. Obviously anything done without integrity, or which is discreditable, affects the public's perception of marketers when dealing with the next marketer they encounter. As is well known, a marketer's field of work cannot be closely overseen by those who engage their services, neither can they easily perceive whether work has been done unnecessarily, wastefully, or unprofessionally. Examples of gross lack of integrity can be imagined from those features.

If a marketer is convicted of a serious criminal offence, arising out of his private or working life, bringing discredit on the profession or the Institute e.g. a conviction for fraud or blackmail, then this would be a breach of this standard. In cases of complaint where there is no conviction (which is often going to be the case) then the Committee itself will decide whether the complaint is proved. As in all complaints of misconduct the onus of proof is on the complainant and the standard of proof will be commensurate with the gravity of the offence. In cases which allege criminal conduct, the standard of proof will be the criminal standard.

The scope of this standard covers all behaviour which the public knows of, or is likely to find out about, which unjustifiably brings the profession or the Institute into public disrespect.

As in all standards, and in this one in particular, a good test which a member can apply to himself is to ask whether there was an informed member of the public who would consider his conduct to be lacking in credit, unprofessional, and likely to bring the Institute into disrepute.

### **2.2 A member shall not by any unfair or unprofessional practice injure the business, reputation or interest of any other member of the Institute.**

This standard does nothing to discourage legitimate competition between members. But it is not to be by unfair or unprofessional practice. Such features cause members to distrust each other; it allows the unfair member to gain advantage by unscrupulous means rather than merit; and it does not serve the public who can be deceived by unfair practices into not choosing the most appropriate person for them to employ. This standard is related to 2.1 because it is almost impossible to carry on an unfair or

unprofessional practice without others getting to know about it and discrediting the profession.

**2.3 Members shall, at all times, act honestly in their professional dealings with customers and clients (actual and potential), employers and employees.**

This standard is self-explanatory and sets members a minimum standard of behaviour commonly accepted in our society today. This standard is also related to 2.1.

A conviction of a member for serious dishonesty, particularly in the course of his work as a marketer, is very likely to lead to expulsion from the Institute. This standard not only includes requirements of honesty towards employees but also towards suppliers and clients. This very important standard covers potential clients, for example those who are being given proposals, quotations and descriptions about the expertise of the member or his employees.

**2.4 A member shall not, knowingly or recklessly, disseminate any false or misleading information, either on his own behalf or on behalf of anyone else.**

To 'knowingly disseminate' such information means to know that you are doing it, or causing it to happen when somebody else is doing it on your behalf. To "recklessly disseminate" such information means either that you have not checked the information properly when you know that it is false or misleading, or alternatively you disseminate it not caring whether it is false or misleading.

The standard covers a wide span of activity. It deals with a member's own information about himself and his services. As such it relates to 2.8. It particularly relates to how he "sells" himself. For example, to claim to a client that he has expertise in a particular speciality when he does not, could amount to a breach of this standard. The standard also is concerned with the way he imparts information on behalf of a client or customer. He should not knowingly make himself a mouthpiece of information which is false or misleading. Current advertising standards should be borne in mind, especially as marketing communications are a central plank of member's activities. The tenet "Legal, Decent, Honest and Truthful" applies.

**2.5 A member shall keep abreast of current marketing practice and act competently and diligently and be encouraged to register for the Institute's scheme of Continuing Professional Development.**

When members hold themselves out as marketer and members of the Institute they are in fact holding themselves out as being up to

date practitioners (unless they expressly state that they are not). And so it is essential that members should keep themselves up to date. This standard also relates to standard 2.1.

This feature is particularly relevant now as the Institute can provide Chartered status for individual members. It is obvious that a member enhances his profile when he offers himself as a member of the Institute, but the right to do that carries the corresponding duty to act with the competence and knowledge that membership of the Institute implies. A member who is neglecting to keep himself up to date is being careless with the Institute's reputation.

**2.6 A member shall, at all times, seek to avoid conflicts of interest and shall make prior voluntary and full disclosure to all parties concerned of all matters that may arise to any such conflict. Where a conflict arises a member must withdraw prior to the work commencing.**

This standard may be thought to be tough but it is necessary and relates back to the standard 2.1 and 2.3. Clearly conflicts of interest colour judgement, and in most cases may influence members to compromise themselves. Even if the member did not compromise himself, those who find out later about the conflict are likely to perceive that he has.

**2.7 A member shall keep business information confidential except: from those persons entitled to receive it, where it breaches this code and where it is illegal to do so.**

Such information belongs to the client. Clearly all business information that comes into the possession of members in their professional dealings must be treated confidentially and should only be disclosed in the ways that are permitted by its owner. To employ it as if it is one's own particularly for profit or in a way injurious to the client would be serious breaches of the standard.

This standard is a central plank in the ethical dealings of members, and is the hallmark of a professional. It is all to do with trust. A client must be able to trust a member of the Institute when making disclosures to him in the course of business.

**2.8 A member shall promote and seek business in a professional and ethical manner.**

This standard although short has very wide implications. It relates to how a member seeks and goes about business; and to the use of undue influence, bribes and inducements, which, subject to circumstances, are almost invariably an unprofessional practice. This standard is also related to 2.2 which concerns itself with unfair or unprofessional practices injuring competitors. It also arises from Article 2 of the Royal Charter because if a member's business is

being maintained by these means it ipso facto is not being maintained by high standards of professional skill ability and integrity for the public benefit.

**2.9 A member shall observe the requirements of all other codes of practice which may from time to time have any relevance to the practice of marketing insofar as such requirements do not conflict with any provisions of this code, or the Institute's Royal Charter and Bye-laws; a list of such codes being obtainable from the Institute's Head Office.**

It is recognised that the vast majority of professional codes of conduct are very similar, and that where a member is working in an environment with a multi-disciplinary team they should understand the standards which other members of the team are working to. If for example a member is working in the area of medical records, it would be a breach of this standard to have no regard at all for the confidentiality of those medical records. If a member feels that a breach of another code of practice has relevance to what he is doing (or when he is informed that it has) he should seek a copy from the Institute's Information and Library Service (Tel: +44 (0)1628 427333), which currently maintains a directory of professional codes of conduct for the United Kingdom.

**2.10 Members shall not hold themselves out as having the Institute's endorsement in connection with an activity unless the Institute's prior written approval has been obtained first.**

There have been cases in the past where members have used the Institute's logo in such a way in their literature as to convey the impression that the Institute is endorsing their company, or products or services thereby suggesting that they were working in some way for the Institute or on its behalf. A similar impression can be created that in some way the Institute is regulating, or worse still responsible for, that member's activities. This is a wholly wrong practice and is strictly prohibited unless the member has written approval from the Institute to do so, and only then in the prescribed manner. The general public must know with whom they are dealing. This standard is related to 2.2, 2.4 and 2.8. Apart from exposing the Institute, any member who does this without permission is gaining an unfair advantage by clothing his activities with the respectability that the Institute's "stamp of approval" would give to his projects. There have been cases where customers have thought they have been dealing with the Institute, when it was not the case.

**2.11 A member shall not use any funds derived from the Institute for any purpose which does not fall within the powers and obligations contained in the Branch or Group handbook, and which does not fully comply with this code.**

A number of members hold honorary positions within the Institute and have responsibilities and funds at their disposal. These funds obviously must be used for the purpose for which they were approved by the Institute and no other. Advice in the area can be sought from Head Office and from the Group and Branch handbook. Members are reminded that a substantial misuse of funds given to them for a specific purpose by the Institute and then applied outside that purpose could lead to criminal prosecution, or to a civil action against that member personally for recovery of those funds. From the disciplinary point of view, important questions will include on what was the money spent? Was it openly or secretly spent? What knowledge did the member have that such a course of action was a misuse of funds?

**2.12 A member shall have due regard for, and comply with, all the relevant laws of the country in which they are operating.**

This particular standard is self-explanatory and has particular relevance to international dealings. It is the member's personal responsibility to ascertain what national jurisdiction governs his contract for services, and to make it his business to know the relevant laws in the country in which he is operating. All countries do not have the same laws, and particular care in this respect needs to be taken in financial dealings. This standard is also related with 2.1.

**2.13 A member who knowingly causes or permits any other person or organisation to be in substantial breach of this code or who is a party to such a breach shall himself be guilty of such breach.**

In short a member who knowingly causes or permits another person to be in substantial breach of the code shall be deemed himself to be guilty of such breach. A word of explanation about what "knowingly causes or permits" means maybe helpful here. This standard is aimed at the member who gets somebody else to act in an unprofessional and unethical manner on his behalf, knowing that the work would involve a breach of the code. It would be a technical Disciplinary offence for a member "to permit" another person to act in breach of the code where he can only seek to persuade him not to but he lacks the power to prevent him. On the other hand it would be far from a technical offence if that breach of the code is designed by the member to lead to substantial profit for that member, or serious injury to a competitor.

In many cases there are others who work for a member who are not themselves members of the Institute. It is not a permissible practice to get those who work for you to undertake activities which are not permissible under the code. It is very important for members to maintain ethical quality standards and provide

sufficient peer group pressure so that others adopt the same standards.

**2.14 A member shall observe this Code of Professional Standards as it may be expanded and annotated and published from time to time by the Ethics Committee in the manner provided for below.**

This is the basic standard of compliance, and members should be aware that changes to the code will be made from time to time and brought to their attention in Institute publications by the Ethics Committee, a standing committee of the IBT, which will meet periodically but not less than once a year to review the Code of Professional Standards.

**3. The Ethics Committee**

3.1 The IBT shall set up a committee to be called the Ethics Committee which shall keep the above Code of Professional Standards under constant review and shall expand and annotate the same as they may think fit in the light of changing circumstances, and shall publish such material to the effect as the IBT shall order.

**4. The Disciplinary Committee**

4.1 If any complaint should be made against any member it shall be considered by the Disciplinary Committee.

4.2 The Disciplinary Committee shall consist of six members appointed by the IBT. A member so appointed shall be eligible for re-appointment at the expiration of any defined period of office.

4.3 The Chairman of the Disciplinary Committee shall be a senior partner of the Institute's retained lawyers.

4.4 The quorum of the Committee shall be three, of whom the Chairman shall be one.

4.5 The Committee may act by a majority of the members present, and in the case of an equality of votes the Chairman shall have a casting vote.

4.6 The Secretary shall be a person appointed by the IBT, and shall be a person who is as far as reasonably practicable independent from those officers of the Institute who may be concerned with the process and presenting of complaints to the Disciplinary Committee.

## **5. The Procedure for Complaints**

- 5.1 A complaint may be made by any person that a member of the Institute failed to observe the Code of Professional Standards whilst he was a member of the Institute.
- 5.2 Any complaint so made against a member shall be in writing under confidential cover and addressed to the Secretary of the Disciplinary Committee at Moor Hall, Cookham, Berkshire, SL6 9QH, UK. The name and address of the person making the complaint shall be given. The name and address of the member complained against shall also be given, or alternatively a sufficient description of him to identify him. The complaint shall also set out the circumstances which constitute the complaint and state the relationship, if any, between the complainant and the member.

## **6. The Giving of Notice of a Complaint to a Member**

In every case where the Secretary receives a complaint against a member of the Institute he shall forward a full copy of that complaint as soon as reasonably practicable to the member concerned and invite him, if he wishes to do so, to explain or answer the complaint made against him by written submissions drafted by himself or through a representative.

## **7. The Processing of Disciplinary Complaints**

- 7.1 When the Secretary receives a complaint from any person from which it appears that a member of the Institute, or a person employed by him in the carrying on of his business, has been guilty of a failure to observe the Code of Professional Standards, (hereinafter referred to as "professional misconduct"), the Secretary shall submit the complaint to the Chairman of the Disciplinary Committee.
- 7.2 The Chairman may require that any allegation of fact contained in any complaint shall be substantiated by a written statement signed by a responsible person if he thinks fit, and any such statement shall specify as respects any fact not within the personal knowledge of the declarant, the source of his information and the grounds for his belief in its truth.
- 7.3 The Chairman may in any case direct the Secretary to invite the member complained about to submit in writing any answer or explanation which he may wish to offer.
- 7.4 When he has considered the complaint, the evidence available in support thereof and any answer or explanation submitted by the member complained about, the Chairman shall deal with the matter as follows:

- 7.4.1 if he is of the opinion that
  - 7.4.1.1 the case is not within the jurisdiction of the Disciplinary Committee or
  - 7.4.1.2 the complaint is of a frivolous or trivial character, or
  - 7.4.1.3 owing to a lapse of time, or other circumstances the complaint may properly be disregarded.

He shall recommend to the Disciplinary Committee that the case shall not proceed further. If after consultation orally or by letter with the other members of the Disciplinary Committee, the Disciplinary Committee accept the Chairman's recommendation then the complaint so referred to shall proceed no further. If the Disciplinary Committee, after consultation, do not accept the recommendation of the Chairman, then the complaint will be disposed of in one of the manners provided for below:

- 7.4.2 if the Chairman is of the opinion that the professional misconduct alleged in the complaint does not constitute serious professional misconduct, or is for any other reason of such a character that the matter can be disposed of without a full disciplinary Inquiry, as provided for below, he shall recommend that the Secretary sends a written reprimand to the member complained about which shall caution him as to his conduct.

If the Disciplinary Committee accept the Chairman's recommendation in this respect, the member shall be so reprimanded and cautioned and that will conclude the determination of that complaint.

- 7.4.3 In any other case (and in those cases where the Disciplinary Committee do not accept the recommendation of the Chairman that the member shall be sent a written reprimand) the Disciplinary Committee shall direct the Secretary to take the necessary steps for the holding of an Inquiry by the Disciplinary Committee.

- 7.5 If at any time after an Inquiry has been directed and before it has been held, information is received by the Secretary which might have justified the Disciplinary Committee in not directing an Inquiry in the first instance, then the Disciplinary Committee, upon such information being referred to them, may direct that the Inquiry shall not proceed further.

## **8. Inquiries Before the Disciplinary Committee**

- 8.1 Where the Disciplinary Committee has directed an Inquiry to be held the Secretary shall give notice of that decision to the member affected as soon as reasonably practicable. He shall also instruct a person, who may be a solicitor, to investigate the facts of the case and to present (or brief counsel to present in appropriate cases) the case to the Disciplinary Committee at the Inquiry: provided that where a complainant insists on presenting his case to the Disciplinary Committee, it shall not be necessary for the Secretary to instruct a person to investigate the facts of the case and to present these facts to the Disciplinary Committee at the Inquiry.
- 8.2 Where directions have been given for an Inquiry to be held, the Secretary shall, not less than 28 days before the day appointed for holding the Inquiry send to the person affected a notice specifying generally the matters into which the Inquiry will be held and stating the day, hour and place appointed for holding the Inquiry: provided that where the person affected and the complainant, if any, so agree the period of notice required by this Regulation may be reduced to such period as may be agreed.
- 8.3 The notice referred to in 8.2 above, shall be accompanied by a copy of these Regulations.
- 8.4 Any notice or communication required by these Regulations to be sent to any member shall be sent by registered letter or recorded delivery letter addressed to him at his registered place of address as recorded upon the CIM members' database.
- 8.5 Any notice sent to any member in accordance with Regulation 8.2 may be amended with the consent of the Disciplinary Committee or of the Chairman and written notice of the amendment shall be sent to such person in the manner provided by the preceding Regulations, or otherwise brought to his notice by the Secretary before the Inquiry is held or in the course of the Inquiry: provided that the member affected shall have the right to demand an adjournment of the Inquiry if reasonable notice of any amendment materially affecting the particulars of the misconduct alleged in the Notice of Inquiry has not been given before the Inquiry commenced.
- 8.6 The Chairman may at any time postpone the opening of the Inquiry and direct the Secretary to give any necessary notices to members concerned including the complainant.
- 8.7 The Inquiry shall normally be held in private unless, upon the application of either of the parties affected, the Disciplinary Committee determine that in the interest of justice or for some other compelling reason the hearing should be held in public.

- 8.8 The member affected and the person or complainant presenting the case to the Disciplinary Committee may be represented by a solicitor or counsel; provided that nothing in these Regulations shall prevent a member affected from representing himself or whoever presents the case against him from appearing without a solicitor or counsel before the Disciplinary Committee.
- 8.9 If the person entrusted with the task of presenting the case against the member affected considers that the Disciplinary Committee's deliberations will be assisted by expert evidence from experts knowledgeable about the issues in question, then that person shall cause these experts' advice to be reduced to writing and served upon the member affected not less than 28 days from the date upon which the hearing before the Disciplinary Committee is to take place; and to arrange, if so requested by the member affected, for the attendance of those experts at the hearing before the Disciplinary Committee and for them to give evidence: provided that nothing in this Regulation shall prevent the member affected himself from calling expert evidence either in rebuttal or of his own accord provided that he notifies the person presenting the case against him in good time before the hearing and supplies him with a written statement of that expert's evidence.

## **9. Hearings of the Disciplinary Committee**

- 9.1 If the member affected does not appear and the Disciplinary Committee are satisfied that the Notice of the Inquiry was duly sent to him, they may proceed with the Inquiry in his absence or may adjourn the Inquiry.
- 9.2 Subject to the foregoing provisions with respect to non-appearance, the order of proceedings shall be as follows:
- 9.2.1 Statement of the case against the member affected and the production of evidence in support of it:
- 9.2.2 Statement of the case of the member affected and the production of evidence in support of his case:
- 9.2.3 Reply to the case of the member affected: provided that, except by leave of the Disciplinary Committee, a reply shall not be allowed where the member affected has produced no evidence other than his own, and no issue of law arises.
- 9.2.4 A closing statement of the case of the member affected.
- 9.3 Evidence may be received by the Disciplinary Committee by oral statement, written and signed statement, or statutory declaration. A witness shall first be examined by the person producing him, then cross-examined and then re-examined. The Disciplinary Committee shall disregard oral evidence given by any person who refuses to

submit to cross-examination. The Disciplinary Committee may, in their discretion, decline to admit the written statement or declaration of a person who is not present, and shall disregard it if, being present, he refuses to submit to cross-examination.

- 9.4 Members of the Disciplinary Committee may put through the Chairman, or on his invitation, such questions as they think desirable.
- 9.5 The Disciplinary Committee may at any stage of the proceedings adjourn the Inquiry to a subsequent meeting of the Disciplinary Committee and where the day, hour and place for such meeting are not appointed at the time of the adjournment, the Secretary shall, not less than 21 days before the day appointed, and in the manner specified in Regulation 8.2, give notice to the member affected and to the complainant, if any, of the day, hour and place appointed.
- 9.6 Subject to these Regulations the procedure at the hearing should be determined by the Disciplinary Committee.
- 9.7 On the conclusion of the hearing the Disciplinary Committee shall deliberate in private and shall decide:
  - 9.7.1 whether the misconduct alleged in the complaint is proved;
  - 9.7.2 if so, whether such misconduct is such as to render the member affected with regard to whom it is proved unfit to be on the register of members of the Institute;
  - 9.7.3 if so, the Disciplinary Committee may direct that:
    - 9.7.3.1 no further action is to be taken against the member: or
    - 9.7.3.2 the member is to be reprimanded: or
    - 9.7.3.3 the member's membership shall be continued but only subject to such conditions as the Disciplinary Committee think fit;
    - 9.7.3.4 the member shall be suspended upon such conditions as the Disciplinary Committee think fit;
    - 9.7.3.5 the member shall be expelled and his name removed from the register of members of the Institute; provided that the Disciplinary Committee may postpone its decision or any part of it, either generally or on such terms as it may approve.

- 9.8 The Disciplinary Committee shall notify the member and the complainant of their determination as soon as is reasonably practicable in writing.
- 9.9 A direction by the Disciplinary Committee that a member is to be expelled or suspended or that his membership is to be continued only subject to conditions shall be ineffective unless the member has been afforded an opportunity to address the IBT in the manner prescribed by Bye-law 19 of the second schedule of the Bye-laws of the Institute.

## **10. Publication of Decisions**

Decisions of the Disciplinary Committee may be published. The extent of the publication will be at the discretion of the Chairman of the Institute, in consultation with the Chairman of the Disciplinary Committee.

## **11. Applications for Relief from the Consequences of Previous Decisions of the Disciplinary Committee**

- 11.1 Any member who by direction of the Disciplinary Committee has been expelled or suspended or had his membership continued only subject to conditions may apply in writing to the Secretary for the restoration of his name to the register or for the revocation of conditions imposed or for a variation of a condition imposed as the case may be.
- 11.2 Any such application shall be made in writing to the Secretary stating the grounds on which it is made and signed by the applicant.
- 11.3 No application for restoration of a name to the register shall be entertained by the Disciplinary Committee unless supported by at least two members currently upon the register of the Institute.
- 11.4 The Disciplinary Committee shall afford the applicant if he wishes an opportunity of appearing before them in person or by a solicitor or counsel and of adducing evidence orally or in writing. The Disciplinary Committee shall consider the application in private unless it considers that in the interest of justice or for some other compelling reason the application should be considered in public.
- 11.5 The procedure of the Disciplinary Committee in connection with the application shall be such as they may determine.
- 11.6 The Committee may if they think fit adjourn consideration of the application from one meeting to another.
- 11.7 The Secretary shall communicate to the applicant and to the objector, if any, the decision of the Committee and to the Secretary of the Institute.

(NB: In accordance with Bye-law 1, in these General Regulations words importing the masculine gender only shall include the feminine gender).