

CHARTER AND BYE-LAWS

October 2014

ELIZABETH THE SECOND by 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 seventy five under the Companies Acts 1948 to 1967 and now known as "The Institute of Purchasing and Supply" (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 Procurement and Supply" previously known as "The Chartered Institute of Purchasing and Supply" (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:
 - (a) to promote and develop for the public benefit the art and science of procurement and supply and likewise to encourage the promotion and development of improved methods of procurement and supply in all organisations;
 - (b) to promote and maintain for the benefit of the public high standards of professional skill, ability and integrity among persons engaged in procurement and supply;
 - (c) to educate persons engaged in the practice of procurement and supply and by means of examination and other methods of assessment to test the skill and knowledge of persons desiring to enter the Institute.
3. In furtherance of its objects the Institute shall, subject to this Our Charter and the Bye-laws, have power to do any act or thing and to administer the affairs and deal with the assets of the Institute in all respects without any restrictions whatsoever and, in particular (but without limitation):
 - (a) to take over and acquire such of the assets of the Company as may be desirable and to assume the obligations of the Company and to do all such acts and things as may be incidental thereto;
 - (b) to enter into any contract or incur any obligation, borrow money, give guarantees and indemnities and mortgage or charge the whole or any part of the undertaking, assets and rights of

the Institute;

(c) to make loans (with or without security or interest) or gifts of money to persons, companies or other organisations having objects similar to those of the Institute for purposes in furtherance of the Institute's objects and to guarantee the performance of the obligations of any person or company undertaken in connection with such purposes;

(d) 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;

(e) to acquire any real or personal property (or any estate or interest therein) and any other assets, in each case in any part of the world;

(f) to invest the Institute's moneys in the purchase of or other acquisition of any investment or property (including land) of any sort and wheresoever situate in such manner as the Institute may think fit;

(g) to appoint (and in like manner to revoke or vary the terms of any such appointment) any person or persons including a company or firm to act as investment adviser or investment managers subject to such conditions and upon such terms (including the payment of remuneration) as shall from time to time be agreed in writing between the Institute and such person or persons company or firm as aforesaid and to permit any monies investments or other property belonging to or in the hands of the Institute to be registered or held in the name or names of any nominee or nominees within the United Kingdom on behalf of the Institute;

(h) to co-operate with other persons or bodies for the purpose of amalgamating the Institute with other persons or bodies having objects similar to those of the Institute;

(i) to hold meetings of the Institute for reading and discussing communications bearing upon procurement and supply, or the application thereof, or upon subjects relating thereto;

(j) to sponsor academic appointments, establish scholarships, organise lectures, hold examinations, grant prizes for papers and essays, and by other similar means to enlarge the knowledge of procurement and supply;

(k) to award the designation Chartered Procurement and Supply Professional to persons who satisfy the Institute that they have achieved the requisite training and experience;

(l) to maintain a Register of Chartered Procurement and Supply Professionals and modify, extend or add to such register as required;

(m) to establish, form, and maintain a store of information (whether in library or data base form) and a collection of case studies and other articles for study of interest in connection with the development and improvement of procurement and supply;

(n) to collect, collate and disseminate for the benefit of the public information, new concepts, developments, ideas and statistics bearing on procurement and supply and to serve the public interest by acting in any advisory, consultative or representative capacity in matters relating to the art, science and practice of procurement and supply;

(o) to establish, operate and dissolve sub-divisions of the Institute within Our United Kingdom or elsewhere;

(p) to undertake and execute any charitable trusts which may lawfully be formed by the Institute and which may be related to its objects;

(q) to establish or subscribe to the support of any charity in connection with the Institute's objects;

(r) to co-operate with other persons and organisations with a view to attaining any of the above objects;

(s) to do all such other things as are necessary for the attainment of 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 or the payment of reasonable and proper rent for premises demised or let by any member of the Institute or the payment of fees, remuneration, or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of that company;

(c) No payment of remuneration (other than reimbursement of reasonable out-of-pocket expenses) shall be made by the Institute to any member of the Board of Trustees, with the exception of the payment of the salary of the Chief Executive.

5. (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 (if any) of the Institute.

(b) The members of the Board shall be members of the Institute or other persons to be elected or appointed in such manner and with such powers and duties as the Bye-laws may prescribe.

6. The Institute shall have a President and a Chairman with such functions, tenure and terms of office as the Bye-laws may prescribe.

7. There shall be a Congress of representatives of the membership of the Institute, chaired by a member of the Board, which shall be an advisory body constituted and with such powers and functions as may be prescribed in the Regulations of the Institute.

8. 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.

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 the government of the Institute and the furtherance of the objects of this Our Charter.

(b) The Bye-laws set forth in the Schedule hereto shall be the first Bye-laws of the Institute and shall remain in force until amended as hereinafter provided.
10. The corporate members of the Institute may, by Special Resolution, add to, amend, or revoke any of the Bye-laws for the time being, if that shall seem expedient for the furtherance of the objects of the Institute; but no amendment, addition or revocation 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. Such Regulations shall be made, added to, amended or revoked by the Board.
12. The corporate members of the Institute may at any time amend, add to or revoke any of the provisions of this Our Charter by Special Resolution and such amendment, addition or revocation 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.
13. The corporate 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 terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Special Resolution or in default of such determination as the Council 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 association or associations 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 association or associations 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 charitable object.
14. For the purposes of this Our Charter a "Special Resolution" means a resolution passed at a General Meeting of the corporate 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 corporate members present in person or by proxy and voting at the Meeting.
15. 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.

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16. And We do hereby for Us, Our Heirs and Successors, warrant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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 SCHEDULE
BYE-LAWS OF THE INSTITUTE

INTERPRETATION

1. Any words and terms which are defined by the Charter have, unless the context otherwise requires, the same 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>
Charter	The Royal Charter of Incorporation of the Institute granted to the Institute as amended or added to from time to time, and all Supplemental Charters for the time being in force
The Board	the Board of Trustees for the time being of the Institute
The Congress	the Congress for the time being of the Institute
The President	the President for the time being of the Institute
The Chairman	the Chairman for the time being of the Board of Trustees
The Chief Executive	the Chief Executive for the time being of the Institute
The Nominations Committee	the Nominations Committee for the time being of the Institute
members	the members of the Institute of every grade (corporate or non-corporate) and the term “membership” shall be construed accordingly
Recorded Address	the address of a member for the receipt of communications as notified from time to time to the Chief Executive and recorded in the Register
Register	the register referred to in Bye-law 3
The Office	the principal place of business for the time being of the Institute
Month	calendar month

Words importing the singular number shall include the plural number and vice versa, words importing persons shall include corporations and firms and other unincorporated bodies or associations, and words importing the masculine gender only shall include the feminine gender.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including electronic communication media. Expressions referring to postal communications shall, unless the contrary intention appears, be construed as extending to electronic communications.

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

MEMBERSHIP

2. The Institute shall consist of:

(a) corporate members who shall be:

- (i) Fellows;
- (ii) Members; and
- (iii) Honorary Fellows

(b) non-corporate members who shall be:

- (i) Associate Members;
- (ii) Diploma Members;
- (iii) Certificate Members;
- (iv) Student Members; and
- (v) Affiliate Members

or such other name as the Board shall from time to time prescribe.

3. The Institute shall establish and maintain a Register containing the name, together with the grade for the time being, of each of the members of the Institute and his Recorded Address.

4. The privileges and obligations of each member shall be those of the grade assigned to him in such Register, and shall be personal and not transferable.

5. *(a)* The persons who at the date these Bye-laws originally came into force and effect were members of the Company in the grade of Fellow, Member, Honorary Fellow, Associate, Graduate, Student, or Affiliate became respectively the first Fellows, Members, Honorary Fellows, Associates (grade now abolished), Graduates (grade now abolished), Students, and Affiliates of the Institute.

(b) Save as regards the members admitted pursuant to paragraph *(a)* of this Bye-law, no person shall be considered by the Board for admission to the Institute who has not completed and signed a written application for admission as hereinafter provided save that in the case of an Honorary Fellow it shall be necessary only to seek and obtain his consent in such manner as the Board shall consider appropriate in each case.

6. No person shall be eligible for admission as a member of any grade other than as stipulated in Bye-law 5 unless he is qualified in the appropriate manner in accordance with these Bye-laws. Notwithstanding the possession of the qualifications set out in these Bye-laws the Board shall have the right to refuse any application for membership of any grade but shall not be obliged to give any

explanation for such refusal.

QUALIFICATIONS FOR MEMBERSHIP

FELLOW

7. A Fellow shall be a corporate member of the Institute admitted to the grade of Fellow by the decision of the Board following recommendation by the reviewing body established by the Board for the purpose of submitting recommendations of the names of corporate members of the Institute for consideration in this respect.
8. Candidates shall be selected as aforesaid by the reviewing body from amongst those corporate members of the Institute who are able to demonstrate to the satisfaction of the reviewing body:
 - (a) high personal qualities;
 - (b) outstanding competence and achievement in procurement and supply, together with a high level of professional knowledge and experience;
 - (c) (i) responsibility at a senior management level in a private or public sector enterprise; or
(ii) that he has made, or is making, a significant contribution towards the advancement of the objectives of the Institute and to the promotion for the public benefit of the art and science of procurement and supply.

MEMBER

9. Every candidate for election or transfer to the grade of Member shall be a person who has satisfied the Board that he:
 - (a) has at least three years' experience in a post of responsibility in the procurement and supply profession; and
 - (b) has adequately trained in the procurement and supply profession and has met the educational requirements, being an honours degree or equivalent qualification prescribed by the Board; or
 - (c) has passed such other equivalent assessment as may from time to time be approved by the Board under Regulations.

HONORARY FELLOW

10. An Honorary Fellow shall be a person (who need not necessarily have already been admitted to membership of any grade of the Institute) elected by the Board for admission to the grade of Honorary Fellow in recognition of outstanding services rendered by such person in promoting the objects of the Institute.
11. The Board shall be entitled to elect such number of Honorary Fellows as it deems appropriate.

ASSOCIATE MEMBER

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12. Every candidate for election or transfer to the grade of Associate Member shall satisfy the Board that he:
- (a) has interests in or is engaged in the procurement and supply profession; and
 - (b) has met the educational requirements, being an ordinary degree or equivalent qualification prescribed by the Board; or
 - (c) has passed such other equivalent assessment as may from time to time be approved by the Board under Regulations.

DIPLOMA MEMBER

13. Every candidate for election or transfer to the grade of Diploma Member shall satisfy the Board that he:
- (a) has interests in or is engaged in the procurement and supply profession; and
 - (b) has met the educational requirements, being a foundation degree or equivalent qualification prescribed by the Board; or
 - (c) has passed such other equivalent assessment as may from time to time be approved by the Board under Regulations.

CERTIFICATE MEMBER

- 13A. Every candidate for election or transfer to the grade of Certificate Member shall satisfy the Board that he:
- (a) has interests in or is engaged in the procurement and supply profession; and
 - (b) has met the educational requirements, being at a post compulsory education level or equivalent qualification prescribed by the Board; or
 - (c) has passed such other equivalent assessment as may from time to time be approved by the Board under Regulations.

STUDENT MEMBER

14. Every candidate for election to the grade of Student Member shall satisfy the Board that he is able to comply with the Board's Regulations for registration as a Student Member.

AFFILIATE MEMBER

15. Every candidate for election or transfer to the grade of Affiliate Member shall satisfy the Board that he:

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- (a) has interests in or is engaged in the profession of procurement and supply; or
 - (b) has met such other requirements as the Board may from time to time prescribe.

CHARTERED PROCUREMENT AND SUPPLY PROFESSIONAL

16. (a) Every corporate member who has satisfied the Board that he:
- (i) is a corporate member of at least three years' standing; and
 - (ii) has adequately trained in the procurement and supply profession and has met the educational requirements, being a postgraduate degree or equivalent qualification as prescribed by the Board; or
 - (iii) has passed an equivalent experiential assessment and such other tests as may be approved by the Board under Regulations
- shall be awarded the status of Chartered Procurement and Supply Professional.
- (b) To retain Chartered Procurement and Supply Professional status, a member shall satisfy the Board that he:
- (i) has undertaken mandatory Continuous Professional Development annually as required under Regulations; and
 - (ii) has satisfactorily completed such tests as may from time to time be approved by the Board under Regulations.

DESCRIPTIONS AND DESIGNATORY LETTERS

17. (a) Every corporate member of the Institute is entitled to describe himself according to his grade of membership, as a Fellow, Member or Honorary Fellow of the Chartered Institute of Procurement and Supply.
- (b) Every person admitted as an Honorary Fellow, as a Fellow or as a Member is respectively entitled to use the letters "FCIPS" or "MCIPS" (as the case may be) after his name.
- (c) Every non-corporate member of the Institute is entitled to describe himself according to his grade of membership as an Associate Member, Diploma Member, Certificate Member, Student Member or Affiliate Member of the Chartered Institute of Procurement and Supply or such other name as the Board shall from time to time prescribe.
- (d) Every person admitted as a Fellow or Member of the Institute who has successfully completed the CIPS Executive Diploma is entitled to use the letters "FCIPS ExDip" or "MCIPS ExDip" respectively after his name.

EXAMINATIONS AND OTHER ASSESSMENTS

18. (a) The Board shall cause examinations and other methods of assessment to be held for candidates seeking to become members of the Institute in a grade or grades for which entry by examination or assessment is or may be required.
- (b) The Board shall also make and publish Regulations consistent with these Bye-laws for such educational requirement or examinations, and shall have power from time to time to vary or rescind any such Regulations.
- (c) Such Regulations shall contain the syllabus of the Institute's Examinations and Regulations concerning examinations the passing of which exempt a candidate from being required to pass the Institute's Examinations or some portion thereof.
- (d) The Board shall cause to be published such other examination requirements or assessment procedures for such certificates or qualifications as the Board may from time to time prescribe and shall set appropriate examination and assessment fees.

FEES AND SUBSCRIPTIONS

19. The Board shall from time to time by resolution in that behalf passed at any meeting of the Board determine the entrance fee (if any) payable by members on election or on transfer to each grade of membership and the annual subscriptions (if any) payable by members of the Institute. Such increases as may be resolved in accordance with this Bye-law shall not be made more than once in any year and shall not exceed ten per cent of the rate of fees and subscriptions applicable at the time of such resolution unless and until the resolution of the Board shall have been approved by a majority of the corporate members of the Institute voting in a postal ballot.
20. The first subscriptions shall be due immediately upon election to any of the said grades and thereafter shall be due annually on the first day of the month in which the person concerned was approved for election to the said grade.
21. A member approved for transfer from any grade to another shall be due to pay his first subscription in respect of the new grade on the next anniversary of the first day of the month in which the person concerned was first approved for election and thereafter annually on the same date.
22. No entrance fee or annual subscription shall become payable on account of the election of any person as Honorary Fellow of the Institute.
23. The Board may in any special case, where in their opinion it is desirable to do so, reduce or remit the annual subscription or the arrears of any annual subscription payable by any member of any grade and reduce or remit the entrance fee which would otherwise be payable on re-election by any person who has previously been a member.

ELECTION AND TRANSFER OF CORPORATE MEMBERS AND NON-CORPORATE MEMBERS

24. The election of candidates for membership in any grade and transfer from membership of one grade to another shall be by the Board. Elections of Honorary Fellows shall be conducted in such manner as the Board shall prescribe. Every other election of a corporate member or non-corporate member or

transfer of any non-corporate member from one grade to another shall be initiated by an application in writing in such form as may be approved from time to time by the Board.

25. Every candidate for election to the grade of Fellow, Member, Associate Member, Diploma Member, Certificate Member, Student Member or Affiliate Member shall sign the undertaking prescribed by the Board and contained in the form of application.
26. The Board shall at such intervals as they think proper take into consideration all applications for election or transfer. Subject to the persons concerned possessing the appropriate qualifications prescribed by these Bye-laws, the Board may in their discretion approve the election or transfer of the person concerned and his name shall duly be entered in the Register.

RESIGNATION AND REMOVAL OF MEMBERS AND DISCIPLINARY PROVISIONS

27. Any member may resign from the Institute by sending his resignation in writing to the Chief Executive.
 28. If any member shall not pay by the due date any subscription due from him, and shall fail to pay it within three months after a written reminder of default and application therefor shall have been sent to him by the Chief Executive, he shall thereupon cease to be a member of the Institute and his name shall be removed from the Register.
 29. If any Chartered Procurement and Supply Professional fails to meet the requirements for the retention of chartered status, or is judged to have breached the Institute's professional standards, his name shall be removed from the register of Chartered Procurement and Supply Professionals.
 30. Board Regulations shall make provision for the professional standards to be observed by members and failure to observe any of such standards shall be grounds for complaint against any member.
 31. If any complaint be made against any member that he has not observed such professional standards as are from time to time prescribed by Board Regulations, such complaint shall be referred to a Committee of the Board (herein referred to as "the Disciplinary Committee").
 32. The composition of the Disciplinary Committee shall be determined by Board 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 by written submission, in person, or through a representative, and for evidence to be taken (including the calling and cross-examination of witnesses).
 33. (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 (a) expelled or (b) suspended or (c) that his membership be continued only subject to conditions.

(b) 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:
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- (i) the member has been afforded an opportunity to address the Board, either personally or through another member of his choice (but the member shall not take any further part in the proceedings otherwise than as the Board allows, nor shall he be present at the voting upon any resolution arising under sub-paragraph (ii) below), and
- (ii) whether or not advantage is taken of (i) above, the Board has approved the direction by the Disciplinary Committee by resolution approved by not fewer than two-thirds of the members of the Board present and voting.

(c) All decisions of the Disciplinary Committee or of the Board concerning a complaint against the member shall be notified in writing to such member and may be further published in such manner (if at all) as the Board may determine.

- 34. Every person who ceases for any reason to be a member of the Institute shall remain liable for all sums owing by him to the Institute, whether by way of subscription or otherwise, and no such person shall be entitled to recover any part of the subscription he may have paid.

RE-ADMISSION

- 35. The Board may re-admit to membership in the grade to which he formerly belonged or in any other grade they deem appropriate any person whose membership has terminated, provided he shall satisfy the Board that he is worthy of re-admission, and shall pay such amounts in respect of entrance fee or transference fee or arrears of subscriptions as the Board may determine. On such re-admission the name of the person concerned shall be re-entered on the Register.

GENERAL MEETINGS

- 36. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 37. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 38. The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened within two months of a written requisition, signed by 100 or more corporate members, or by two thirds or more of the corporate members of the Congress, stating fully the objects of the meeting and deposited at the office of the Chief Executive. Such requisition may consist of several documents in like form. If no such Extraordinary General Meeting has been convened within two months of the receipt of such requisition as aforesaid an Extraordinary 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 Extraordinary General Meetings are convened by the Board, but so that any such Extraordinary General Meetings shall be convened not later than two months after the expiration of the aforesaid period of two months.
- 39. At least-twenty one days' notice in writing of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day, and the hour of meeting,

and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Bye-laws entitled to receive such notices from the Institute.

40. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the report of the Board, and the report of the Auditors and the fixing of their remuneration.
42. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided eighteen corporate members personally present shall be a quorum.
43. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
44. The Chairman of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board or, if no such member be present or if all the members of the Board present decline to take the chair, they shall choose some member of the Institute who shall be present to preside, provided always that the Chairman of the Congress shall be chosen for the purpose if he shall be present and willing to preside.
45. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
46. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five corporate members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.

47. Subject to the provisions of Bye-law 46, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
49. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
50. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

51. Votes may be given at any Annual or Extraordinary General Meeting either personally or by proxy. Subject as hereinafter provided, on a show of hands every corporate member present in person and entitled to vote at such meeting shall have one vote and on a poll every corporate member present in person or by proxy and entitled to vote at such meeting shall have one vote.
52. No member, other than a corporate member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership and shall be entitled to vote in his own right at the meeting, shall be entitled to vote on any question either personally or as a proxy for another member entitled to vote, at any General Meeting.
53. The instrument appointing such a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing in that behalf and shall as nearly as circumstances will admit be in the form or to the effect following:

"CHARTERED INSTITUTE OF PROCUREMENT AND SUPPLY

I _____ of
being a corporate member of the Institute HEREBY APPOINT
of

another corporate member of the Institute or failing him
the Chairman of the meeting as my proxy to vote for me and on my behalf at the (Annual or
Extraordinary or adjourned as the case may be) General Meeting of the Institute to be held on the
day of _____ and at any adjournment thereof in favour of/against Resolution Number

Signed

DATED this _____ day of _____ .

or in such other form as the Board shall from time to time approve.

54. The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be sent by facsimile transmission to or deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Institute in relation to the meeting, not less than

forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposed to vote and in default such instrument shall not be treated as valid.

55. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, unless previous intimation in writing of the death or revocation shall have been received at the Office one hour before the time for holding the meeting or adjourned meeting at which such a vote is given.
56. No objection shall be raised as to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
57. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

MEMBERSHIP OF THE BOARD OF TRUSTEES

58. The Board shall consist of:
 - (a) the Chairman of the Board of Trustees;
 - (b) the President of the Institute;
 - (c) up to six members elected by and from amongst the members of the Congress;
 - (d) up to six members appointed by a Nominations Committee in accordance with Regulations, which may include up to two persons who are not members of the Institute;
 - (e) the Chief Executive of the Institute.
59. The members of the Board at any time may act as the Board notwithstanding any vacancy in their number provided that in the event of the number of members of the Board being at any time fewer than that necessary to constitute a quorum the continuing corporate members at such time of the Board may act as the Board for the purpose of filling vacancies in the Board pursuant to the powers in that respect conferred on the Board by these Bye-laws and for the purpose of convening the Annual General Meeting or an Extraordinary General Meeting of the Institute but for no other purpose.
60. Except as regards the Chief Executive and those other members of the Board who are not members of the Institute (and who shall not number more than two), every member of the Board shall be a corporate member of the Institute of the grade of Fellow or Member of the Institute.
61. Subject to the requirements of these Bye-laws the Nominations Committee may from time to time and at any time fill any casual vacancy on the Board, and any person so appointed by the Nominations Committee shall hold office for such time as shall be determined by the Nominations Committee under Regulations, and he shall be eligible for re-appointment.
62. All service on the Board shall be honorary and without remuneration, save that members of the Board shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses incurred in carrying out their duties as members of the Board, including expenses of travelling to and from and attending at meetings of the Board. No member of the salaried staff with the exception of the Chief Executive shall be eligible to become a member of the Board. No member who would be in

a position to derive personal benefit or obtain competitive advantage at the expense of the Institute from his membership of the Board or who holds more than a 1/100th part of the capital of any one of the Institute's suppliers shall be eligible to become a member of the Board. These exclusions notwithstanding, every member of the Board shall be required to declare any material fact that might constitute a conflict between their private interests and their duties as a member of the Board.

PRESIDENT AND CHAIRMAN

63. The President and Chairman of the Board of Trustees shall be appointed by the Nominations Committee in accordance with Regulations. Both shall be corporate members of the Institute of the grade of Fellow or Member of the Institute.
64. The appointments shall be endorsed by the Congress at a meeting preceding the commencement of the Institute's financial year. The persons appointed shall assume office at the start of the new financial year following and shall continue in office until the conclusion of their term of office as prescribed by the Board under Regulations.

PATRON

65. The Board shall be entitled to invite the appointment of a Patron of the Institute (not necessarily from amongst the members of the Institute) for such period as the Board may determine.

POWERS OF THE BOARD OF TRUSTEES

66. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by these presents or by statute required to be exercised or done by the Institute in General Meeting, subject nevertheless to any requirements of these Bye-laws and to the provisions of any Act of Parliament for the time being in force and affecting the Institute.
 67. The Board shall have the power to authorise the formation of Branches, Membership Groups and other entities within the United Kingdom and in any territories overseas and may delegate to such Branches, Membership Groups and entities such of the Board's powers as the Board may deem requisite or expedient.
 68. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
 69. Subject to any conditions attached to any gift to the Institute, all moneys received by the Institute and not required for the purpose of payment of interest on borrowed moneys, and working and establishment expenses, and the cost of management, maintenance, and upkeep of the property of the Institute, shall be applied by the Board in furthering the objects of the Institute, and may, pending such application (but subject to the provisions of the Charter) be invested in such securities or investments as the Board shall think fit.
 70. The Board may from time to time appoint such members of the Institute and others as they think fit
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to assist and advise them in carrying out their duties and if they think fit allot designations of office to them, and remove such persons and appoint others in their place. Except as provided in these Bye-laws, such persons shall not by virtue of such appointment become members of the Board or be entitled to vote at a meeting of the Board.

71. The Board may delegate any of its powers to committees consisting of such member or members of the Institute or others as it thinks fit. Any committees so formed shall in the exercise of the powers so delegated conform to any Regulations that may from time to time be imposed by the Board. The meetings and proceedings of any such committees consisting of two or more persons shall be governed by the provisions of these Bye-laws regulating the meetings and proceedings of the Board and committees so far as the same are applicable to the committee concerned and are not superseded by any Regulations made by the Board under this Bye-law.

THE CONGRESS

72. (a) the function of the Congress shall be to:
- (i) engage with and represent the views and interests of the membership and communicate such views and interests to the Board;
 - (ii) discuss significant issues in respect of the strategies and policies of the Institute, or issues arising in the field of procurement and supply management, and make recommendations to the Board as it thinks fit;
 - (iii) elect up to fifty per cent of the members of the Board and endorse other appointments to the Board as may be prescribed under Regulations;
 - (iv) endorse the appointment of the members of the Nominations Committee.
- (b) a member of the Board, other than the Chief Executive, shall chair the meetings of the Congress.

THE SEAL

73. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Chief Executive of the Institute, and the said members and (as the case may be) the Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

74. (a) The office of a member of the Board shall be vacated:
- (i) if he ceases to be a member of the Institute, where applicable,
 - (ii) if by notice in writing to the Institute he resigns his office,
 - (iii) if a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - (iv) if he becomes incapable by reason of mental disorder,
 - (v) if, under these Bye-laws, he is found guilty of a disciplinary offence,
 - (vi) if he shall have been absent from three consecutive meetings of the Board (otherwise than through illness or other reasonable cause),
 - (vii) if the corporate members of the Institute in General Meeting resolve that he be removed from membership of the Board in accordance with Bye-law 72(b).

(b) Notwithstanding the provisions of paragraph (a) above, the corporate members of the Institute in General Meeting may by resolution remove any member of the Board from his membership of the Board before the expiration of his period of office and may by a simple majority of the members present and entitled to vote appoint another person to be a member of the Board in his place. The member so appointed shall hold office during such time only as the removed member would have held office if he had not been removed.

COMMITTEES

75. The Board may appoint committees to be designated as the Board shall prescribe and shall make Regulations governing their composition and constitutions.

PROCEEDINGS OF THE BOARD

76. (a) The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Board eight shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, save as prescribed in Bye-law 74(b). In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(b) The exercise of any of the powers conferred on the Board under Bye-laws 57, 69 and 71 shall be effected by a majority of not less than two-thirds of the members of the Board present in person and voting at the meeting in question.

77. The Chairman or any six members of the Board may at any time summon a meeting of the Board by notice served upon the several members of the Board.
78. The Chairman of the Board of Trustees shall be *ex officio* the Chairman of meetings of the Board, with such additional duties as the Board may from time to time think fit. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present but, if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of the other members of the Board to be Chairman of the meeting, provided always that the Chairman of the Congress shall preside if he shall be present.

PROCEEDINGS OF COMMITTEES OF THE BOARD

79. Any committee constituted by the Board pursuant to its powers in that behalf under these Bye-laws may meet for the despatch of business, to adjourn and otherwise to regulate their meetings in accordance with Board Regulations.
80. A meeting of any committee at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under these Bye-laws for the time being vested in such committee generally.

GENERAL PROVISIONS RESPECTING BOARD MEMBERS AND MEETINGS

81. All acts *bona fide* done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board or of any such committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any

such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or of the committee concerned.

82. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
83. A resolution in writing (whether comprised in one document or more, and whether such document or documents be originals or facsimiles) signed by all the members for the time being of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

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

(a) all sums of money received and expended by the Institute and the matters in respect of which receipts and expenditure take place;

(b) all sales and purchases of goods and services by the Institute; and

(c) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

85. The books of account shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
86. The Institute in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board of the accounts and books of the Institute, or any of them, and subject to such restrictions the accounts and books of the Institute shall be open to the inspection of such members at all reasonable times during business hours.
87. At the Annual General Meeting in every year the Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are

hereinafter directed to be served.

AUDIT

88. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
89. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

INDEMNITY

90. Each member of the Board and each member of the Institute in his capacity as a member of any committee or other body appointed or established pursuant to these Bye-laws or otherwise by or with the approval of the Board for the purposes of the Institute shall be accountable in respect of his own acts only and shall not be accountable for any acts done or authorised for which he shall not have expressly assented. No member of any such committee or other body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by him being done in good faith for the benefit of the Institute even if in excess of his legal powers or incurred through any omission, error of judgement, or oversight on his part.
91. Each officer of the Institute referred to in these Bye-laws and each member of the Institute who accepts any office or acts in execution of the duties or powers imposed upon or given to him by the Charter or these Bye-laws, shall be indemnified out of the funds and property of the Institute to such extent as the Board shall approve from and against all costs, charges, damages, and expenses howsoever which they or any of them shall sustain by reason thereof.

NOTICES

92. A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such member at his Recorded Address as appearing in the Register.
93. Any member described in the Register by an address not within the United Kingdom or the Republic of Ireland, who shall from time to time give the Institute an address within the United Kingdom or the Republic of Ireland at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the Register by an address within the United Kingdom or the Republic of Ireland shall be entitled to receive notices from the Institute.
94. Notwithstanding and without prejudice to the provisions of Bye-law 91 the members in territories overseas shall be sent by air-mail or by electronic means a copy of every notice served upon members of the Institute in the United Kingdom, on the same day that such notices are sent under Bye-law 93.
95. Any notice, if sent by post, shall, be deemed to have been served seven days after the envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post as a prepaid letter.