



At the Council Chamber, Whitehall

THE 6th DAY OF APRIL 2010

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the revised Bye-laws of the Chartered Institute of Logistics and Transport set out in the Schedule to this Order.

Judith Simpson

SCHEDULE

REVISED BYE-LAWS OF THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT



PRELIMINARY

1. The provisions of the Charter (which for the purposes of these Bye-laws shall mean the **Royal Charter** granted in 1926 as from time to time altered, amended or varied by Supplemental Charter or otherwise) incorporating the Institute shall in all respects be observed and performed and in the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws, the provisions of the Charter shall prevail.
2. In these Bye-laws, words and expressions which are defined by the Charter shall have the meaning so defined unless the context otherwise requires and words importing the singular number only shall include the plural number and *vice versa* and words importing persons shall include corporations and words importing the male gender shall include the female gender and vice versa.
3. In these Bye-laws the following expressions shall have the meanings attributed respectively to them:

“**Affiliate**” means any person, or in the case of Corporate Affiliate an organisation, not being an Institute Member or Member, appointed to any grade of Affiliate created by the Council or by a Territorial Governing Body from time to time under Bye-law 13.

“**Institute Member**” means an Honorary Chartered Fellow, a Chartered Fellow and a Chartered Member appointed or elected as such by virtue of Bye-laws 10, 11 or 12 respectively.

“**Member**” means a person elected as such pursuant to Bye-law 12A.

“**the Council**” means the Council of the Institute referred to Article 1 of the Charter as constituted under Bye-law 37.

“**financial year**” means the period ending on 31 December in each year.

“**Honorary Officers**” means any person holding an appointment under Bye-law 7.

“**Honorary President**” means the person nominated by the Council to be the Honorary President of the Institute for the time being.

“**Institute**” means the Chartered Institute of Logistics and Transport constituted by the Charter.

“**Institute Branch**” means a group, association, independent section or society comprising members of the Institute established under Bye-law 43(2).

“**International Audit Committee**” means the audit committee established by the Council under Bye-law 41

“**International Council**” means the international committee established by the Council under Bye-law 41



“**International Management Committee**” means the management committee established by the Council under Bye-law 41

“**Secretary-General**” means the person appointed pursuant to Bye-law 8

“**Territorial Governing Body**” or “TGB” means the management board or committee created in accordance with the constitution of a Territorial Organisation to conduct and manage the affairs of that Territorial Organisation.

“**Territorial Organisation**” means an organisation which the Council has recognised in accordance with Bye-law 43(1).

“**logistics and transport management**” means any activity consistent with the general objects of the Institute as stated in the Charter including, without prejudice to the generality thereof: (i) the administration, management, design & planning, conduct or operation of any of the principal forms of transport, transit, locomotion, carriage, traffic, physical distribution and logistics and any activities related thereto or synonymous therewith; (ii) supply chain management; and (iii) the research, development, study and education in or of the art or science of logistics and transport and supply chain management in all its branches and disciplines.



CONSTITUTION

4. The Institute shall consist of (i) **Institute Members**, (ii) **Members** and (iii) **Affiliates**.
5. Biennially, the Council shall by resolution elect a **President** and a **President-elect**, both of whom shall be Institute Members, to hold their respective offices for the two succeeding years commencing on the 1st January following with the intention that, at the end of that period, the existing President shall cease being President and the existing President-elect shall succeed automatically to the office of President. Nothing herein stated shall prevent the Council from resolving at any time to extend or foreshorten the period of office of any person holding either of the said offices.
6. There shall be **Vice-Presidents** of the Institute who shall be Institute Members and shall be elected in such manner and for such periods as may be determined from time to time by the Council.
7. The Council shall appoint an **Honorary Solicitor** an **Honorary Secretary** and an **Honorary Treasurer** each of whom shall be an Institute Member and shall hold office for a period of three years.
8. The Council shall from time to time appoint a suitable and experienced person, who shall not be a member of the Council, to be the chief executive officer and secretary of the Institute to be known as the “**Secretary-General**”, and who shall perform such duties as specified in these Bye-laws and as the Council may otherwise require from time to time.
9. If the office of President shall become vacant, the President-elect for the time being shall **succeed** automatically to the office of President. Other casual or occasional vacancies (not being vacancies resulting from normal retirement) in the offices of President-elect or Vice-President may be filled from time to time by the Council at its discretion. Any person so elected shall retain office only for the remainder of the term of office of the person in respect of whom the vacancy arose.



MEMBERSHIP

10. An **Honorary Chartered Fellow** shall be a Chartered Fellow of the Institute appointed as such by the Council, in recognition of outstanding meritorious service to the Institute or to the transport and logistics profession.
11. A **Chartered Fellow** shall be a person elected as such by the Council at its discretion who:- (a) shall have been nominated for election as a Chartered Fellow by such number of Institute Members and in such manner as determined by the Council from time to time; and (b) (i) at the date of nomination for election or transfer to the grade of Chartered Fellow has held for at least seven years in aggregate a high position or series of positions of responsibility in logistics and transport management and can demonstrate the educational attainment applicable to the grade of Chartered Member; or (ii) prior to nomination for election as a Chartered Fellow, has held such high position or positions of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the Council justifies his election as a Chartered Fellow; or (iii) has such special knowledge of the theory or practice of logistics and transport management that election as a Chartered Fellow would in the opinion of the Council conduce to the achievement of the objects of the Institute; or (iv) has rendered such special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the Council conduce to the interests of the Institute.
12. A **Chartered Member** shall be a person elected as such by the Council who:- (a) shall be nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the Council from time to time; and (b) has completed education and training of a nature satisfactory to the Council; and (c) (i) is engaged in and has had relevant experience for periods amounting in the whole to five years in or in connection with logistics and transport management, and has passed or been exempted by the Council from all or any part of the examination at the time applicable to the grade of Chartered Member; or (ii) at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactory to the Council; or (iii) has at some time or times previous to nomination for election as a Chartered Member held a position or positions of responsibility satisfactory to the Council in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the Council justifies his election as a Chartered Member.
- 12A. A **Member** shall be a person elected as such by the Council who: - (a) shall be nominated for election by such number of Institute Members or Members and in such manner as determined by the Council from time to time; and (b) has completed education and training of a nature satisfactory to the Council; and meets such criteria as to experience as the Council may from time to time determine.



13. The Council or a Territorial Governing Body may create and designate from time to time a grade or number of grades of **Affiliate** of the Institute, establish criteria for qualification for entry to any such grade of Affiliate and formulate such other regulations applicable thereto as it shall determine provided always that such criteria and regulations shall be consistent with the standards of qualification decreed by the Council from time to time.
14. The Council may at any time make regulations governing, cause to be held, and provide for the expense of, **examinations** for the purpose of testing the suitability of candidates for election or transfer to any grade of membership of the Institute and may provide or assist in providing courses of lectures and tuition in the subjects included in all or any of such examinations and may fix the fees to be paid or deposited by the candidates in respect of such courses of lectures, tuition or examinations.
15. **Subscriptions**, certification and other fees shall be payable at such rates and in such a manner as determined from time to time by the Council.
16. Every person elected to any grade of membership or transferred from one grade to another shall without delay be notified thereof in writing and shall pay the current subscription applicable to that grade (or in the case of a transfer the pro rata balance thereof for the remainder of the financial year) and the applicable certification fee within such period after the date of election appointment or transfer as the Council shall determine.
17. No member of any grade whose subscription remains unpaid or in respect of whom an annual fee payable to the Institute by a Territorial Organisation has not been remitted shall be entitled, unless the Council in its absolute discretion otherwise decides, to receive any notice of any meeting of the Institute or to vote at any meeting of the Institute or to be counted as an Eligible Member for the purposes of Bye-law 42B.
18. The Council may determine that the membership of any member of any particular grade may be **cancelled** forthwith:-
 - (a) subject to compliance with Bye-law 21, by the member giving at least 7 days' clear notice in writing of resignation;
 - (b) if the member becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) in the event of non-payment of any subscription, fee or other amount due and payable to the Institute by the member or by any Territorial Organisation in respect of any member as determined by the Council from time to time;
 - (d) by resolution of the Council in accordance with Bye-law 22;

Provided always that any member who ceases to be a member shall remain liable for all subscriptions, fees and other amounts due from or imposed upon such member in respect of any period prior to the effective date upon which he shall cease to be a member.



19. A member of each of the following grades in the Institute may, in order to indicate their membership, use the appropriate **post nominal letters** in respect of such grade, namely:

In the case of an Honorary Chartered Fellow or a Chartered Fellow **FCILT**

In the case of a Chartered Member **CMILT**

In the case of a Member **MILT**

20. Each member elected shall be entitled to a **Certificate** evidencing membership of the Institute which shall be in such form as the Council may from time to time determine, shall remain the property of the Institute and shall be returned to the Institute upon demand.
21. Any member may **resign** from the Institute by sending a resignation in writing to the Secretary or the relevant Territorial Governing Body such resignation to be effective upon receipt by the Institute of (a) all or any certificates or diplomas held by him and (b) after payment of all outstanding subscriptions or other sums due from such member including those for the current financial year. Neither a member whose membership is terminated during a financial year nor any Territorial Organisation shall be entitled to any refund of any payment made to the Institute in respect of that member for that or any preceding financial year.
22. Institute Members, Members and Affiliates of the Institute shall, as a condition of membership, accept, observe and abide by the Institute's **Code of Conduct** as set out from time to time by the Council ("the Code of Conduct"). The Code of Conduct shall incorporate such provisions relating to conflict of interest, data protection and privacy, diversity and anti-discrimination and such other rules considered governance best practice as the Council from time to time deems appropriate. The Council may in its absolute discretion resolve to remove from membership of the Institute any member of any grade whose conduct (whether by act or omission or otherwise) has been, in the opinion of the Council acting in good faith inconsistent with or in breach of the Code of Conduct provided that (a) any such member shall have been served with at least 14 days' notice in writing of the Council's intention to consider such conduct, such notice to specify the date and place of the meeting of the Council at which the matter is to be considered and a summary of the conduct under consideration, and (b) such member shall have been either permitted or invited to be present and make representations to Council, either personally or through a representative at such meeting. Council may delegate the proceedings, including determination thereof, relating to any matter for consideration under this Bye-law 22 to any committee of the Council established under Bye-law 40. It shall be the responsibility of any Territorial Governing Body to whom the Council has delegated powers pursuant to Bye-law 44 to use best endeavours to procure that the members it represents shall comply with and observe the Code of Conduct.



23. In any matter concerning the consideration of any nomination or application for membership or any other matter pertaining to membership of the Institute applicants or members have a **right of appeal** to the Council, but the Council may act in its absolute discretion and the decision of the Council in each case shall be final and the Council shall not be obliged to give any reason for reaching any particular decision.



PROCEEDINGS

24. The meetings of Institute Members shall be either (a) the **Annual General Meeting** or (b) an **Extraordinary General Meeting**.
25. The President or in the President's absence the President-elect or in the President-elect's absence the senior of the Vice-Presidents present or, if there be none of such present, one of the other members of the Council present shall **preside** at the Annual General Meeting or any Extraordinary General Meeting.
26. There shall be an **Annual General Meeting** of the Institute at intervals of not more than fifteen months at which the business to be transacted shall be: (i) to receive and consider the Report of the Council and the Accounts of the Institute for the financial year ended on the previous 31 December; (ii) to appoint an Auditor for the year then current and to determine the Auditor's remuneration; and (iii) to transact any other lawful business of which notice in writing shall have been given to the Secretary-General by any Institute Member at least eight weeks before the date of the meeting and which shall be specified in the notice of meeting.
27. An **Extraordinary General Meeting** shall be a meeting of Institute Members which (a) may be convened at any time by the Council and (b) shall be convened by the Council upon the requisition in writing of not less than 100 Institute Members specifying in detail in such requisition the business to be brought before such meeting. No other business shall be considered at such meeting. If the Council does not within 28 days from the date of receipt of such requisition as aforesaid proceed to convene an Extraordinary General Meeting the requisitionists may themselves convene such meeting. Any such meeting must take place within three months from the date of receipt of the requisition by the Council in the same manner or as near as is reasonably possible as that in which such meetings are convened by the Council. Any reasonable and proper expenses incurred by the requisitionists by reason of the failure of the Council to convene such meeting shall be repaid to them by the Institute.
28. At least **21 days' notice** shall be given of Annual General Meetings and Extraordinary General Meetings which shall specify the place, day and hour of the meeting and the nature of the business to be transacted. Except where the Charter or these Bye-laws provide that any particular business shall be transacted at any meeting, no business shall be transacted thereat of which the nature has not been specified in the notice of the meeting.



29. A **notice** may be served upon any Institute Member either (i) personally or (ii) by sending it prepaid through the post addressed to such person at the Institute Member's address recorded in the books of the Institute (by air mail if outside Europe) or (iii) by printing it or causing it to be printed in any journal, magazine or other publication published regularly by the Institute, a Territorial Organisation or an Institute Branch which is circulated to Institute Members in the relevant region or (iv) by e-mail or by publication upon the Web Site of the Institute or of the Territorial Organisation or Institute Branch of which the Institute member is a member Any document referred to in any notice may be published on the Institute's website and such publication in conjunction with the issuing of a notice in compliance with this Bye-law shall constitute valid notice of the business to be transacted at the relevant meeting. Any member shall be entitled by request in writing (which shall include electronic means such as email) to obtain from the Institute, his Territorial Organisation or Institute Branch a printed copy of any such document, which shall be dispatched to him by the fastest available ordinary letter post serving his address.
30. Any notice if served by post shall be deemed to **have been duly served** upon the Institute Member on the seventh day following that upon which the same is (i) posted (ii) a journal, magazine or other printed publication is dispatched and (iii) published on the relevant web-site. In proving such service it shall be sufficient for an officer of the Institute to certify that the notice was properly addressed to the address of the Institute Member recorded in the Institute and duly posted or certifying the date upon which the relevant printed or electronic publication occurred. The unintentional omission to give notice of any meeting to any Institute Member entitled to receive notice in respect thereof shall not invalidate anything done at such meeting.
31. The **quorum** at the Annual General Meeting and at any Extraordinary General Meeting shall be ten Institute Members personally present and entitled to vote thereat and no business shall be transacted at any such meeting unless such quorum be present at the commencement of the meeting.
32. Every question submitted shall, unless a poll is demanded as hereinafter mentioned, be decided by a **vote** which shall be taken at the meeting by a show of hands. Each Institute Member present in person or by proxy at such meeting and entitled to vote shall have one vote.



33. Votes may be given either **personally, by proxy, or by email or other electronic means** where the Institute Member has given prior written notice that he will vote by such means except on the occasion of a postal vote when they may only be given personally. An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the form determined by the Council from time to time.

To be valid this form must be completed and received at the office of the Institute not less than 48 hours before the time appointed for the meeting and shall be available only for the meeting named therein or for any adjournment of such meeting.

No Institute Member shall be entitled to be present or vote at any meeting on any question, either personally or by proxy, or as proxy for another member at any meeting, or upon a poll, or to be reckoned in a quorum, whilst under any financial or other liability to the Institute (including non-payment of any subscription or other monies, whether to the Institute or any Territorial Organisation or an Institute Branch).

34. At all meetings, unless a poll is demanded in the manner set forth in these Bye-laws, a **declaration** by the Chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without any further proof of the fact thereof being necessary.
35. If at any Annual General Meeting or Extraordinary General Meeting a **poll** is demanded by the Chairman of the meeting or by 20 Institute Members present at such meeting it shall be taken in such a manner and at such a time within 28 days of the meeting and at such place as the Chairman of the meeting shall direct and, if the Chairman so decides, may be conducted by postal vote, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demanding of a poll at any meeting shall not prevent the continuance of such meeting for the purpose of the transaction of any business other than that in respect of which the poll was demanded. A demand for a poll may be withdrawn at any time up to that at which the poll is to be taken. The poll may be demanded on any question of adjournment.
36. Unless otherwise required by applicable law, all votes shall be determined by a **simple majority**. The Chairman of every meeting shall in the case of an equality of votes, whether by a vote by a show of hands or on a poll, have a casting vote in addition to the vote to which the Chairman may otherwise be entitled.



MANAGEMENT

37. **The Council**¹ shall consist of the Honorary President (if any), President, the President-elect,, the Vice-Presidents from the United Kingdom, the Honorary Officers and the Chairman of each Standing Committee of the Institute appointed in accordance with Bye-law 41. These Council members shall have one vote each.
38. Subject in all respects to the provisions of the Charter and of these Bye-laws, the Council shall have power and responsibility to **administer, manage, direct, conduct and control the property, business and affairs of the Institute** and in connection therewith and for the purposes thereof make regulations which shall be binding upon the members of the Institute and to exercise in the name and on behalf of the Institute all power, rights and authorities conferred by the Charter or these Bye-laws or by law and to do all such acts and things as may be done by the Institute.
39. The Council may regulate the **meetings, procedure and proceedings** of the Council and any Standing Committee of the Council and determine such quorum as it from time to time thinks necessary for meetings thereof.
40. The Council may **appoint committees and may delegate** to any of its committees any of the powers, rights and authorities conferred on it by the Charter or by these Bye-laws or by law. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council which may from time to time revoke all or part of any such delegation of its powers as aforesaid. Nothing contained in this Bye-law nor any delegation to any committee or under any Delegation agreement shall be construed as preventing the Council from exercising any powers, rights and authority so delegated as aforesaid or depriving the Council of any powers, rights or authority conferred on it as hereinbefore mentioned.
41. The Council shall establish three committees pursuant to Bye-law 40 each to be referred to as a “**Standing Committee**”, namely:
- A. The International Committee (known as the “**International Council**”) which shall be constituted and have the powers and responsibilities set out in Bye-laws 42A to 42D inclusive and otherwise as delegated from time to time by the Council;
- B. The **International Management Committee** (“IMC”) the members of which shall be the members of the Council and the Vice-presidents appointed under Bye-law 6 and, on a non-voting basis, the Secretary-General and which shall be responsible for the day-o-day management of the Institute’s affairs and implementation of the policies established by the International Council exercising such powers and authority and having the responsibilities delegated to it from time to time by the Council; and
- C. The **International Audit Committee** which shall be chaired by the Honorary Treasurer and shall have such powers and responsibilities as delegated to it from time to time by the Council.

¹ The Council will be known as the **Council of Trustees** to avoid confusion with the International Committee which will be known as the **International Council**



- 42A. The **International Council** shall comprise (a) the members of the Council from time to time, (b) the Vice-presidents and (c) the representatives of each Territorial Organisation and Institute Branch nominated pursuant to Bye-law 42B.
- 42B. Each Territorial Organisation and Institute Branch shall be entitled to nominate a **representative** to the International Council and such representative shall have a vote or votes determined by the number of Institute Members and Members (“Eligible Members”) declared in writing to the Secretary-General by the Territorial Organisation or Institute Branch as being duly elected and in good standing, in accordance with the following scale:-

<u>Eligible members</u>	<u>Votes</u>
1 – 200	1
201 -1000	2
1001 – 3000	3
3001 – 5000	4
5001 – 10000	5
10001 – 15000	6
15001 – 20000	7
20001 or more	8

- 42C. Territorial Organisations or Institute Branches may associate together as a **Regional Forum** and be represented collectively at an International Council meeting by a regional representative. The regional representative shall be a Vice-President appointed under Bye-law 6. The geographical scope of such regions and the procedures for the appointment of regional representatives shall be determined by the Council from time to time in consultation with the Territorial Organisations and Institute Branches concerned. Membership of a Regional Forum and appointment of a regional representative shall not preclude the nominated representative of any Territorial Organisation or Institute Branch attending and voting at an International Council meeting. In the absence of a nominated representative, the regional representative shall be entitled to exercise the votes attributable to each Territorial Organisation and Institute Branch in the region (in such manner as directed by each Territorial Organisation or Institute Branch).
- 42D. The International Council shall be the **international forum for representation** of all members of the Institute worldwide. It shall be the forum for development of the global strategy of the Institute, the establishment of professional, ethical and educational standards for membership and for continuing professional development, and for confirmation of the appointments of nominations by the Council for the President-elect, the Vice-presidents and the chairman of the IMC. Subject to Bye-law 40, the Council shall, and shall procure that the IMC will, exercise its powers, rights and authority having regard to, and to give effect to, the policies determined from time to time by the International Council.



TERRITORIAL ORGANISATIONS AND INSTITUTE BRANCHES

- 43.
- (1) Where in any country or region of the world there is an organisation comprising Institute Members (whether constituted as a company or association, society or any other legal entity) and provided that the Council is satisfied that:- (a) membership of such organisation is open only to persons who are Institute Members, Members or Affiliates; and (b) there is no other recognised Institute organisation (whether a company, association, society or any other legal entity) in the country or region in question; the Council may recognise such organisation as a **Territorial Organisation** for the purposes of these Bye-laws.
 - (2) Where, in a country or region Institute Members, Members or Affiliates of the Institute reside in such numbers that it appears to the Council that the interests of such members should be independently represented on the Council, the Council may agree that a body, open only to Institute Members, or Members or Affiliates of the Institute and being the only such body in that country, may be constituted and when so constituted the Council may recognise such body (however designated) as an **Institute Branch** for the purposes of these Bye-laws.
 - (3) There shall be maintained a **register of the Institute** in which particulars of Territorial Organisations and Institute Branches shall be kept in such manner as the Council may from time to time determine. Each Territorial Governing Body and Institute Branch shall forthwith upon request provide to the Secretary-General an accurate and current list of the names and addresses of Institute Members, Members and Affiliates within its Territorial Organisation or Institute Branch.
44. Subject to the exceptions specified at (i) to (vi) below, the Council shall enter into a written **Delegation Agreement** with each Territorial Organisation setting out the powers, rights and responsibilities of the Council delegated to such Territorial Organisation in respect of the conduct of the affairs of the Institute in the territory for which its Territorial Organisation is established. The delegated powers, rights and responsibilities may include, for the avoidance of doubt:- (a) the election of Institute Members and Members and appointment of Affiliates pursuant to these Bye-laws; and (b) the powers prescribed in Bye-laws 15, 16, 17, 18 and 22 in respect to Institute Members, Members and Affiliates in the relevant territory. The exceptions referred to above are (i) the setting, regulation and monitoring of professional standards for Institute Membership and Membership of the Institute; (ii) determination of fees to be contributed from time to time by the Territorial Organisations and Institute Branches; (iii) the exercise of the power to make, revoke, amend or add to any Bye-law conferred on the Council by Article 7 of the Charter; (iv) the exercise of powers to (a) recognise a Territorial Organisation pursuant to Bye-law 43 and (b) withdraw recognition of a Territorial Organisation pursuant to Bye-law 47; (v) the election of Honorary Chartered Fellows pursuant to Bye-law 10 and (vi) the right of Council to exercise its powers under Bye-law 22



45. A Territorial Governing Body or Institute Branch shall advise promptly to the Secretary **full particulars of each person elected a member** (as specified by the Secretary-General from time to time) and remit promptly when due to the Secretary the subscriptions, fees and other amounts determined by the Council from time to time to be payable in respect of all members in the Territorial Organisation or Institute Branch.
46. In the conduct of its affairs and the exercise of the powers, rights and responsibilities delegated to it by the Council from time to time, a Territorial Organisation shall have regard to and **abide by the Charter** of the Institute and to the objects of the Institute therein stated and to these Bye-laws, unless and to the extent only that any particular provision of the Charter or Bye-laws is contrary to applicable law in the relevant territory, shall incorporate within its constitution and abide by provisions which are consistent with the Charter and Bye-laws. Subject as aforesaid a Territorial Organisation shall not act in any manner which is contrary to or inconsistent with the Charter or these Bye-laws or, in the opinion of the Council, will, or is likely to, bring the Institute or its members into disrepute or that may cause the Institute itself to be or likely to be in breach of the Charter or these Bye-laws, whether by act or omission or otherwise.
47. In the event that the Council determines in good faith that a Territorial Organisation is likely to fail, is failing or has failed to comply with the provisions of any of these Bye-laws or to observe and perform the terms and conditions set out in the Delegation Agreement between the Council and such Territorial Organisation then the Council may give notice in writing, specifying such failure or breach of performance, to the Territorial Governing Body of such Territorial Organisation to the effect that if such failure or breach, if capable of remedy, is not remedied within such period as the Council may determine having regard to the likely consequences of such failure or breach then the Council shall withdraw recognition of such Territorial Organisation under Bye-law 43 and revoke the delegation of powers under the Delegation Agreement. If the Territorial Organisation fails to comply with the requirements of such notice or such failure is incapable of remedy, the Council may resolve to **withdraw recognition of and terminate and revoke the delegation of powers** to that Territorial Organisation which withdrawal and revocation shall have immediate effect upon the passing of such resolution unless such resolution specifies some later date upon which it shall take effect. Forthwith upon notice of the passing of such resolution a Territorial Governing Body shall (i) take all steps as are necessary to advise all members within its territory that recognition of the Territorial Organisation has been withdrawn; (ii) deliver forthwith to the Council a copy of the current register of members in the territory; (iii) cease to hold itself out as the delegate of the Council and (iv) cease to use the expression “Chartered Institute of Logistics and Transport” or any phrase which implies a relationship with the Institute’s Charter or is likely to be confused with the Institute, in its business name. The Territorial Governing Body shall remain liable to the Institute for all monies due to the Institute in respect of any annual fees or other services rendered to the Territorial Organisation by the Institute.



48. An Institute Branch shall exercise only such powers as the Council shall delegate to it from time to time in a Delegation Agreement and shall in the exercise of those powers conform to any regulations that may be imposed upon it by the Council. The Council may revoke from time to time all or any part of such delegation of its powers whereupon an Institute Branch shall cease forthwith to exercise such powers and shall advise members affiliated with such Institute Branch accordingly.
- 48A. The Institute shall be entitled to instigate an **audit** of the books and records of any Territorial Organisation. The Institute shall give to the relevant Territorial Governing Body not less than [14] days notice of its intention to carry out such audit indicating the name of the auditor and the proposed agenda for the audit. The Territorial Governing Body shall cooperate in all respects with the requests of the auditor making available at reasonable times all books and records and shall procure that the personnel responsible for their maintenance shall be available to assist the auditor as deemed appropriate. Failure to cooperate fully and in a timely manner shall be a breach of the Bye-laws and grounds for the Institute to exercise its powers under Bye-law 47.



FINANCE

49.

- (1) The Council shall appoint an appropriate person to receive all sums of money due or payable to the Institute and shall disperse all sums due from or payable by the Institute. The Council shall keep or cause to be kept a proper account of the receipts and expenditure of the Institute and of matters in respect of which such receipts and expenditure take place and all of the assets and liabilities of the Institute, in books to be provided for that purpose, and shall produce the **books of account** when required.
- (2) **Cheques** on the Institute's bank accounts shall be signed in such manner as shall be determined by the Council from time to time.
- (3) All sums of money not immediately required for the business of the Institute shall, from time to time, be deposited in a Bank or otherwise invested in such **investments, securities, or property** of whatsoever nature and wheresoever situated as the Council shall direct. The administration of the aforesaid investment, securities or property shall be as the Council shall direct. The Council may at its discretion realise or vary such investments, securities or property. In the case of any charitable trust of the Institute in existence from time to time, investment shall be made in accordance with the requirements of regulations applicable to trustee investment in the United Kingdom for the time being in force.
- (4) The Council may, on such basis it deems to be appropriate from time to time, authorise the **payment of expenses** of members when engaged on the business of the Institute.
- (5) The Institute's accounts in respect of each financial year shall be duly audited by the **Auditor of the Institute** and an abstract thereof shall be printed and published, together with the notice of the Annual General Meeting. As provided in Bye-law 26, auditors shall be appointed at the Annual General Meeting but the Council shall have the power to fill any casual vacancy in the office of Auditor and determine the remuneration thereof.
- (6) The Council may appoint one of its members to act as Honorary Treasurer and **distributor of such benevolent funds** as may be contributed by members and others, and may contribute to such funds out of the monies of the Institute.



GENERAL

50. The Council may arrange for the **publication** of such information, statistics, papers, documents and other matters as may be considered by them to be likely to promote all or any of the objects of the Institute.
51. The Institute shall have the property in the **copyright** of any paper presented to the Institute and read or published or accepted for reading or publication whether in full or in abstract either by or before the Institute or any Institute Branch and the Council may deal with such rights and property as they think fit.
52. The Council may arrange with any society which has objects akin to those of the Institute and prohibits the distribution of its income and property amongst its members, for the **association, federation, union, or alliance** with, or the amalgamation or incorporation of such society or part thereof in, the Institute and do all such things as may be necessary for carrying the same into effect.
53. Each member of the Council shall be **accountable** in respect of such member's acts only and shall not be accountable for any acts done or authorised to which such member shall not have expressly assented.
54. Each member of the Council and any other person acting under the authority of the Council and employees of the Institute shall be **indemnified** out of the funds and property of the Institute from and against any costs, damages, loss or expenses which such member shall incur by reason of accepting office or acting in execution of the duties or powers imposed upon or given such member by the Charter or Bye-laws, or by reason of any act, matter or thing done, authorised, or suffered by such member in good faith for the benefit of the Institute although in excess of such member or the Council's legal power.
55. The Council shall provide for the safe custody of the **Common Seal of the Institute** which shall never be used except by authority of the Council previously given in the presence of one member of the Council at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person duly authorised by the Council.
56. Subject to the provisions of the Charter at any time and from time to time **new Bye-laws** may be made and these Bye-laws or any of them may be altered, added to or repealed by resolution of an Extraordinary General Meeting.