

# THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN THE UK

## BYE-LAWS

Approved by Council on 31 October 2007

Definitions in these Bye-Laws shall have the same meaning as contained within the Articles of Association. The use of the masculine shall comprehend the feminine.

### Bye-Laws Pursuant to Article 4

These bye-laws provide for the post nominal initials that may be used by a Member of the Institute.

Membership of the Institute also confers upon individuals membership of The Chartered Institute of Logistics and Transport.

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

In the case of an Honorary Chartered Fellow..... Hon.FCILT

In the case of a Chartered Fellow..... FCILT

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

In the case of a Member..... MILT

2. Individual Affiliates and Corporate Affiliates, or such other names given to non-Member grades of the Institute shall not be entitled to have post-nominal initials.
3. No member who is not an Honorary Chartered Fellow, a Chartered Fellow, a Chartered Member, Member or Affiliate may describe himself or hold himself out as having any qualification under the Bye-Laws of the Institute.
4. An Honorary Chartered Fellow, a Chartered Fellow, a Chartered Member or a Member who ceases to be a member of the Institute for whatever reason shall thereupon cease to describe himself as "Hon.FCILT", "FCILT", "CMILT" or "MILT" as the case may be.
5. Following the transfer of members from The Institute of Operations Management (IOM) to the Institute all the IOM members shall become IOM members of the Institute. Each IOM member shall transfer to the Institute, with the same grade that

they held previously in IOM, with the post nominal letters as is referred to below and with the voting rights as is referred to in these Bye Laws. An IOM member of each of the following grades in the Institute, may in order to indicate membership, use the appropriate post-nominal letters in respect of such grade, namely:

In the case of an IOM Honorary Fellow..... Hon.FIOM

In the case of an IOM Fellow..... FIOM

In the case of an IOM Member..... MIOM

6. IOM Graduates, IOM Associates and IOM Students, or such other names given to non-Member IOM grades of the Institute shall not be entitled to have post-nominal initials.
7. No member who is not an IOM Honorary Fellow, an IOM Fellow or an IOM Member, may describe himself or hold himself out as having any qualification under the Bye-Laws of the Institute.
8. An IOM Honorary Fellow, an IOM Fellow or an IOM Member who ceases to be a member of the Institute for whatever reason shall thereupon cease to describe himself as "Hon.FIOM", "FIOM" or "MIOM" as the case may be.

#### **Bye-Laws Pursuant to Article 5(a)**

These bye-laws prescribe the manner in which applications for admission to membership in the grade of Honorary Chartered Fellow, Chartered Fellow, Chartered Member, Member or Affiliate or in the grade of IOM Honorary Fellows, IOM Fellows, IOM Members, IOM Graduates, IOM Associates and IOM Students shall be considered taking into account the Bye-Laws of The Chartered Institute of Logistics and Transport.

1. There shall be a Committee of Council known as the Professional Development Policy & Standards Committee which shall exercise overall responsibility for admission into the grades of Chartered Fellow, Chartered Member, Member and Affiliate or of IOM Honorary Fellows IOM Fellows or IOM Members or IOM Graduates or IOM Associates or IOM Students and transfers from one grade to another and shall meet from time to time to consider the criteria for such and the application thereof and take account of the views of the Council.
2. An Honorary Chartered Fellow shall be a Chartered Fellow of the Institute appointed as such by the Council of The Chartered Institute of Logistics and Transport in

recognition of outstanding meritorious service to The Chartered Institute of Logistics and Transport or to the transport and logistics profession.

3. A Chartered Fellow shall be a person elected as such by the Professional Development Policy & Standards Committee at its discretion who:
  - (a) shall have been nominated for election as a Chartered Fellow by such number of Chartered Fellows or Chartered Members and in such manner as determined by the Professional Development Policy & Standards Committee from time to time; and
  - (b)
    - (i) at the date of nomination for election or transfer to the grade of Chartered Fellow is a Chartered Member and holds, and for at least seven consecutive years immediately preceding such date has held, a high position or series of positions of responsibility in logistics and transport management; 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 Professional Development Policy & Standards Committee justifies his election as a Chartered Fellow; or
    - (iii) has such special knowledge of the theory or practice of logistics and transport in any of its branches that election as a Chartered Fellow would in the opinion of the Professional Development Policy & Standards Committee conduce to the achievement of the objects of the Institute; or
    - (iv) has rendered such a special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the Institute conduce to the interests of the Institute.
  
4. A Chartered Member shall be a person elected by the Professional Development Policy & Standards Committee who:
  - (a) shall be nominated for election as a Chartered Member by such numbers of Chartered Fellows or Chartered Members and in such a manner as determined by the Professional Development Policy & Standards Committee from time to time; and
  - (b) shall have completed education and training of a nature satisfactory to the Professional Development Policy & Standards Committee; 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 Professional Development Policy & Standards Committee 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 Professional Development Policy & Standards Committee; 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 Institute in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the Institute justifies his election as a Chartered Member.

5. A Member shall be a person elected by the Professional Development Policy & Standards Committee who:

- (a) Shall be nominated for election by such numbers of Chartered Fellows, Chartered Members or Members and in such a manner as determined by the Professional Development Policy & Standards Committee from time to time; and
- (b) has completed education and training of a nature satisfactory to the Professional Development Policy & Standards Committee; and
- (c) is engaged in and has had relevant experience for periods amounting in the whole to three years in or in connection with logistics and transport management.

6. An IOM Member shall be a person elected by the Professional Development Policy & Standards Committee who:

- (a) has an application supported in writing in such manner as the Professional Development & Standards Committee may from time to time prescribe either by two IOM Fellows or by one IOM Member and one IOM Fellow; and either
- (b) he has satisfied the Professional Development Policy & Standards Committee

that he has at least five years experience in the applications of operations management (being the promotion of the science of the operations and materials management with particular reference to the application of production and inventory control techniques in manufacturing and service industries hereinafter referred to as "Operations Management") and the techniques related thereto of such nature as may be approved by the Professional Development Policy & Standards Committee for the purpose of this Bye Law; or

- (c) he has passed or been exempted from such examinations as the Professional Development Policy & Standards Committee may from time to time prescribe, and he has satisfied the Professional Development Policy & Standards Committee that he has at least two years experience in the application of Operations Management and the techniques related thereto of such a nature as may be approved by the Council for the purposes of this Bye Law.

7. An IOM Fellow shall be a person elected by the Professional Development Policy & Standards Committee who:

- (a) has an application supported in writing in such manner as the Professional Development Policy & Standards Committee may from time to time prescribe by two IOM Fellows; and either

- (b) he has satisfied the Professional Development Policy & Standards Committee that he has at least eight years experience in the application of Operations Management and the techniques related thereto of such nature as may be approved by the Professional Development Policy & Standards Committee for the purpose of this Bye Law; or

- (c) he has passed or been exempted from such examinations as the Professional Development Policy & Standards Committee may from time to time prescribe, and he has satisfied the Professional Development Policy & Standards Committee that he has at least four years experience in the application of Operations Management and the techniques related thereto of such a nature as may be approved by the Council for the purposes of this Bye Law.

8. An IOM Honorary Fellow shall be an IOM Fellow of the Institute appointed as such by the Council of The Chartered Institute of Logistics and Transport in recognition of outstanding meritorious service to The Chartered Institute of Logistics and Transport or to the Operations Management profession.

9. Based upon the above criteria the Professional Development Policy & Standards Committee shall establish procedures whereby consideration shall be given to each application. It shall from time to time review the effectiveness of such procedures.

#### **Bye-Laws Pursuant to Article 6**

These bye-laws prescribe the information which applicants for admission or transfer into the grade of Chartered Fellow, Chartered Member or Member or IOM Fellow or IOM Member (or such other grades which are formed in the future by reason of acquisition or transfer of members from another charitable company, institute, society or association to the Institute )shall provide in writing to the Secretary of the Institute.

1. Applications for admission to membership of the Institute or transfer from one grade to another shall be made in the form approved by the Professional Development Policy & Standards Committee.
2. An applicant shall sign a declaration that his statement is correct to the best of his knowledge and belief and that he agrees to be governed by the rules and Bye-Laws of the Institute as they are and as they may hereafter be altered.
3. All persons who are members of IOM at the time of the transfer of the membership to the Institute shall automatically become members of the Institute in accordance with the Bye Laws made pursuant to Articles 4 and 5 without the need to make individual application to the Secretary of the Institute and shall at the time of the transfer of the membership to the Institute be deemed to accept and be governed by the rules and Bye-Laws of the Institute as they are and as they may hereafter be altered.

#### **Bye-Laws Pursuant to Article 10**

These bye-laws prescribe the standards of conduct required of a Member and the constitution of the Institute's disciplinary procedure.

1. Members shall, as a condition of membership, accept the Institute's Code of Professional Conduct as set out from time to time in these Bye-Laws.
2. At all times a Member shall uphold the good standing and reputation of the Institute, and in exercising authority as a professional person shall:
  - (a) Comply with the law, custom and practice of any country in which they work.
  - (b) Not misuse their authority or office for personal or other gain.

- (c) Not engage in any conduct which would bring the Institute into disrepute.
- (d) Abide by this Code of Professional Conduct in that they must:
  - (i) Act responsibly towards the welfare, health and safety of all members of their organisation and the impact of logistics and transport on the environment and the community in general.
  - (ii) Uphold the integrity of the logistics and transport profession.
  - (iii) Continue their professional development throughout their careers and actively assist and encourage fellow members as well as non-members, to advance their knowledge and expertise.
  - (iv) Strive to serve the interests of their employers loyally without compromising professional integrity or ethics.
  - (v) Carry out their duties in such a way as to promote a positive image of the Institute and the logistics and transport profession overall.
  - (vi) Build their professional reputation on merit and compete fairly where competition is appropriate.
  - (vii) Actively promote international understanding, goodwill and co-operation among those in the logistics and transport profession.
- 3. A Professional Conduct Committee shall be appointed by the Board as and when necessary to consider complaints.
- 4. The Board may at any time, by notice in writing, require any Member whom it, in its absolute discretion, deems to be unfit or unsuitable to be a Member of the Institute, to withdraw from the Institute, and may expel any such person. The Board may also suspend or admonish a Member.
- 5. The Board delegates the above power to the Professional Conduct Committee whose decisions in exercising this power shall be binding on the Board. The Professional Conduct Committee shall report back to the Board on any proceedings or acts undertaken by it.
- 6. A member of the Board, other than its Chairman, shall act as the Chairman of the Professional Conduct Committee and the Institute Secretary shall act as the secretary of the Committee.
- 7. When a complaint concerning a Member is received, it shall be referred to the Chief

Executive who shall check whether or not the subject of the complaint is in fact a Member of the Institute.

8. If the individual to whom the complaint relates is not a Member of the Institute, the person who submitted the complaint shall be referred to the appropriate body (where possible) to deal with the complaint.
9. If the individual to whom the complaint relates is a Member, the complaint shall be considered as detailed below.
10. The Chief Executive (or his representative) shall discuss the complaint with the Chairman of the Board. If, in their opinion, the complaint is of a minor nature that may be dealt with without referral to the Professional Conduct Committee, they shall deal with it themselves. If, however, they consider the complaint to be of a serious nature, or it becomes apparent that it would be inappropriate for them to deal with the complaint themselves, the complaint shall be referred to the Professional Conduct Committee. The Chief Executive shall notify the complainant and the Member as soon as possible and in all cases within 21 days of the outcome of this preliminary consideration. Nothing in this paragraph shall give the Chairman of the Board or the Chief Executive (or his representative) the power to admonish, suspend or expel a Member without referring the matter to the Professional Conduct Committee.
11. The Professional Conduct Committee shall study the complaint in the light of the Institute's Articles of Association and Bye-Laws and the Code of Professional Conduct with a view to deciding whether or not there is evidence to support the complaint and shall notify the complainant and the Member of the outcome of this consideration within 45 days of receipt of the complaint by the Institute.
12. If the complaint contains insufficient evidence to substantiate a *prima facie* case against the Member, the Professional Conduct Committee shall require the person who submitted the complaint to provide in writing within 21 days of request such further evidence as the Professional Conduct Committee deems necessary to investigate the complaint fully. If sufficient written evidence is not forthcoming within the 21 days stipulated in the request for the evidence, the Professional Conduct Committee shall deem the case to be closed and the papers shall be stored confidentially.
13. Once a properly substantiated complaint has been received, together with such further evidence as has been requested by the Professional Conduct Committee, the

Professional Conduct Committee shall seek the written permission of the person who has submitted the complaint to send a copy of the complaint (including details and the name of the person submitting the complaint) to the Member seeking the Member's comments. If such permission from the person submitting the complaint is not forthcoming within 21 days of request for such permission, the Professional Conduct Committee shall decide whether or not to take the complaint further, and, if so, how in its absolute discretion to proceed.

14. If permission is forthcoming, the Professional Conduct Committee shall ask the Institute Secretary to write to the subject of the complaint enclosing details of the complaint and seeking the subject's written comments within 21 days of the date of the Institute's letter.
15. On expiry of the 21 days period for comment by the subject of the complaint, the Professional Conduct Committee shall consider all of the evidence that they have received from the person making the complaint and the subject of the complaint. The Professional Conduct Committee shall wherever possible obtain such further independent evidence as they deem necessary to form an objective opinion of the complaint, and shall, if necessary, seek legal advice. If the subject of the complaint refuses to comment, or does not reply to the reasonable request of the Institute Secretary to comment (having been given 21 days to do so under Bye-Law 15), the Professional Conduct Committee shall consider such evidence as they have and shall be entitled to take into consideration the subject's refusal or failure to comment.
16. The Professional Conduct Committee shall consider all of the evidence available to them in good faith and in doing so shall take into account any extenuating circumstances pleaded by the subject of the complaint. If the Professional Conduct Committee is of the opinion that it would be desirable to investigate the complaint by way of a hearing then the Professional Conduct Committee shall give the subject of the complaint 21 days written notice of such a hearing, specifying the date and place of the hearing at which the matter is to be considered and that such Member is invited to be present and submit a plea in defence, either personally or through a representative at the hearing.
17. Regardless of any decision of the Professional Conduct Committee to hold or not to hold a hearing, any Member who is the subject of a complaint has a right to demand a hearing before the Professional Conduct Committee. Such request must be in writing and the Professional Conduct Committee must convene a hearing within 45

days of receipt of the request from the Member and such Member will have 21 days written notice of the date and place of the hearing and that such Member shall be invited to submit a plea in defence either personally or through a representative at the hearing.

18. The final decision on the complaint is at the absolute discretion of the Professional Conduct Committee, who may make such decisions as they see fit to resolve the complaint. Without prejudice to the generality of the above, the Professional Conduct Committee may decide:
  - (a) to dismiss the complaint; or
  - (b) to uphold the complaint, and:
    - (i) require the subject of the complaint to undertake such actions as are necessary to resolve the complaint; and/or
    - (ii) admonish the subject of the complaint; or
    - (iii) suspend the subject of the complaint from the Institute for such period as the Professional Conduct Committee sees fit; or
    - (iv) expel the subject of the complaint from the Institute and,
  - (c) to publish or not to publish their decision in publications of the Institute, either naming the member or not.
19. The Professional Conduct Committee shall report their decision to the Board, and the Institute Secretary shall report the decision to the subject of the complaint but shall not implement that decision for 31 days.
20. A Member who is the subject of the complaint may appeal against that decision within 30 days of the decision. Any application for leave to appeal should be in writing, setting out the Member's grounds for appeal. Any appeal against a decision of the Professional Conduct Committee will be referred to Council, which will grant, or otherwise, the leave for appeal within 90 days of receipt. On appeal any disciplinary measures may be suspended pending a decision by Council.
21. If the right to appeal is granted then the appellant shall be invited to attend a meeting of the Appeals Committee, the appellant receiving 21 days written notice of the meeting of the Appeals Committee specifying the date and place of the meeting at which the matter is to be considered and that such appellant may submit a plea in defence either personally or through a representative at the meeting.

22. The Appeals Committee shall consist of three or more members of the Council, provided that no person who served on the Professional Conduct Committee that considered a particular case shall also serve on the Appeals Committee which considers that case. The Institute's President or a Vice President shall act as the Chairman of the Appeals Committee.
23. The Appeals Committee shall hear representations from the appellant, and shall in its absolute discretion consider, where appropriate, further evidence brought to light by the appellant. The Appeals Committee shall have the right to reject evidence which the appellant could and should have divulged at an earlier date. The final decisions shall be at the absolute discretion of the Appeals Committee hearing the appeal, who shall communicate it to Council and the Board. The Institute Secretary shall forthwith inform the appellant and the person from whom the complaint was received of the outcome of the appeal. The decision of the Appeals Committee shall be final and binding on Council and the Board.
24. All meetings of the Professional Conduct Committee and the Appeals Committee shall be minuted by the Institute Secretary or his representative. The Institute Secretary (or, as the case may be, his representative) shall attend such meetings in a purely neutral role. His role shall be only to minute the meetings and to advise on points of procedure and he shall in no way influence the discretion of the Professional Conduct Committee or the Appeals Committee.
25. All minutes, correspondence and documentation relating to a complaint, including any subsequent appeal, shall be kept by the Institute Secretary on a confidential file.
26. All matters relating to complaints against a Member and any subsequent disciplinary proceedings shall be treated in absolute confidence. Where the Appeals Committee upholds a Professional Conduct Committee decision under Bye-Law 19 (c) to publish their decision in publications of the Institute, naming the Member, the detailed consideration given to the complaint shall also remain confidential. All Members and staff of the Institute shall be bound by this Bye-Law.

### **Bye-Laws Pursuant to Article 11**

These bye-laws prescribe the conditions under which individuals and organisations may be affiliated to the Institute.

1. Individual Affiliates and Corporate Affiliates, IOM Graduates, IOM Associates and IOM Students or such other names given to non-Member grades of the Institute will

be recognised by the Institute under such titles but will not be Members of the Institute.

2. Individual Affiliates and Corporate Affiliates, IOM Graduates, IOM Associates and IOM Students or such other names given to non-Member grades will pay subscriptions to the Institute and in return will be entitled to participate in the services provided by the Institute as set out in the Bye-Laws.
3. An Individual Affiliate shall be a person admitted as such by the Professional Development Policy & Standards Committee at its discretion who at the date of admission as an Individual Affiliate may be: -
  - (a) a student in a field related to logistics and transport or a person already working in a field related to logistics and transport but who does not yet qualify for membership but, in the opinion of the Professional Development Policy & Standards Committee, will in the future so qualify; or
  - (b) such a person connected to or interested in logistics and transport so that in the opinion of the Professional Development Policy & Standards Committee it would be both advantageous and desirable to the profession for the applicant to be admitted; or
  - (c) a representative as nominated in 5 below.
4. A Corporate Affiliate shall be a public or private body, or corporate or academic institution admitted in such manner as determined by the Professional Development Policy & Standards Committee from time to time.
5. Subject to approval of the Professional Development Policy & Standards Committee a Corporate Affiliate shall be entitled to nominate persons as its representatives who shall become Individual Affiliates of the Institute.
6. An IOM Student shall be a person admitted as such by the Professional Development Policy & Standards Committee at its discretion who at the date of admission: -
  - (a) has satisfied the Professional Development Policy & Standards Committee that he has attained a satisfactory standard of general education;
  - (b) he is pursuing an approved course of study that the Professional Development Policy & Standards Committee may from time prescribe; and
  - (c) he has not previously been an IOM Honary Fellow, an IOM Fellow or an IOM Member.

7. An IOM Associate shall be a person admitted as such by the Professional Development Policy & Standards Committee at its discretion who at the date of admission: -
  - (a) has satisfied the Professional Development Policy & Standards Committee that he is either actively engaged or interested in Operations Management
8. An IOM Graduate shall be a person admitted as such by the Professional Development Policy & Standards Committee at its discretion who at the date of admission: -
  - (a) has passed or been exempt from such examinations that the Professional Development Policy & Standards Committee may from time to time prescribe;
  - (b) holds such position involving either directly or indirectly the knowledge of Operations Management; and
  - (c) his application is supported in writing in such manner as the Professional Development Policy & Standards Committee may from time to time prescribe by two persons who are either an IOM Honorary Fellow, an IOM Fellow or an IOM Member
9. Individual Affiliates, Corporate Affiliates, IOM Students, IOM Associates, and IOM Graduates shall be bound by the rules of conduct as apply to Members of the Institute and shall lose their status upon the occurrence of any of the events as set out in articles 9 and 10 of the Institute's Articles.
10. Affiliates, IOM Students, IOM Associates and IOM Graduates and such other future non-member grades shall pay subscriptions at rates to be set by the Board from time to time.
11. Corporate Affiliates shall pay subscriptions at the corporate rates to be set by the Board from time to time.

### **Bye-Laws Pursuant to Article 12**

These bye-laws cover the setting of subscription rates for grades and classes of membership.

1. The annual subscription payable by each category of Member shall be determined from time to time by the Board.

2. A member of the Institute (as defined in Article 4) who has been a Member for at least five years, reached the age of 60 and has retired from full-time business activity shall be entitled to pay a reduced subscription at a rate(s) to be determined by the Board. The Board shall have discretion to vary the conditions of this entitlement.
3. The obligation to pay an annual subscription in full remains, irrespective of the means or method of payment and irrespective of termination of membership for whatever reason.
4. Subscriptions paid are not refundable once the period for which they are paid has commenced.

### **Bye-Laws Pursuant to Article 33**

These bye-laws prescribe the composition of the Board and the term of office.

1. The Board shall comprise the following:
  - (a) The Chairman who shall be appointed by Council and shall hold office until Council may determine. The Chairman shall also chair Council in the President's absence and shall be entitled to attend any meeting of a Committee or to nominate a member of the Board to attend in his place. The Chairman shall be entitled to delegate to the Vice Chairman who shall be appointed from amongst the Board's members any or all of his powers and duties for such period and subject to such conditions and generally as he shall think fit.
  - (b) The Principal Faculty Chairman.
  - (c) The Principal Region Chairman.
  - (d) [Up to twelve Members of grade MILT or above or of grade MIOM or above elected by Council under the provisions of the General Rules.
  - (e) The Chairmen of the Board Standing Committees as constituted from time to time.]
2. In addition to members of the Board, the following non voting persons shall be entitled to attend Board meetings:
  - (a) The Chief Executive of the Institute.
  - (b) The Secretary of the Institute.
  - (c) Executive directors as required by the Board.

- (d) [up to a maximum of 3 Members, Chartered Members, Fellows, IOM Fellows or IOM Members appointed by the Board as advisers if required for their skill and knowledge for a period of up to 12 months each, which if required may be renewed.
3. All members of the Board and attendees (except members of the Board elected by Council and persons required as advisers, as set out in 1(d) and 2(d) respectively) can nominate an alternate to attend in their place.
4. Casual vacancies on the Board may be filled by the Board until the next meeting of Council following the casual vacancy when a new member (whether or not being the member temporarily appointed by the Board) shall take office having been appointed in the way appropriate for the casual vacancy.

#### **Bye-Laws Pursuant to Article 40**

These bye-laws prescribe the powers delegated by the Board concerning the affixing of the seal of the Institute to any instrument.

1. The seal of the Institute shall not be affixed to any instrument (other than membership certificates) except by the authority of a resolution of the Board.
2. Every instrument to which the seal shall be affixed (including pre-printed impressions) shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or some member of the Board of Directors for the purpose, provided that it shall be sufficient that any membership certificates shall be signed only by the Secretary or some other person appointed by the Board of Directors for the purpose.

#### **Bye-Laws Pursuant to Article 49**

These bye-laws prescribe the manner in which employees of the Institute are to be appointed and the responsibilities to be vested in them. The senior employees shall be the Chief Executive, the Director of Finance and Secretary all of whom shall report directly to the Board and other executive directors as determined by the Board who shall report to the Chief Executive.

1. The Chief Executive, Director of Finance and Secretary of the Institute shall be appointed by the Board and the Chief Executive shall have the responsibility of managing the affairs of the Institute in accordance with the determinations of the Board.

2. All other members of staff other than the Director of Finance and Secretary shall be appointed, with their responsibility specified, by the Chief Executive and the appointments of such members of staff may be terminated similarly.

### **Bye-Laws Pursuant to Article 50**

These bye-laws prescribe the composition of Council.

1. Council shall comprise the following:
  - (a) The President who shall chair all Council meetings that he attends.
  - (b) The Chairman of the Board.
  - (c) The President Elect.
  - (d) The duly elected chairman of each Faculty.
  - (e) The duly elected chairman of each Region.
  - (f) The chairman of each Council Standing Committee as constituted from time to time.
  - (g) Up to 20 persons elected by the Members of the Institute ("Elected Members") under the provisions of the General Rules.
2. In addition to members of Council, the following non-voting persons shall be entitled to attend Council Meetings:
  - (a) The Vice Presidents.
  - (b) The Chief Executive of the Institute.
  - (c) The Secretary of the Institute.
  - (d) All members of the Board.
  - (e) A senior military representative to advise on the equivalence of military ranks and qualifications to the Institute's requirements for the various grades of Membership.
  - (f) Up to a maximum of 5 persons (who shall be Members) appointed by Council as advisers if required for their skill and knowledge for a period of up to 12 months each which if required may be renewed.
3. All members of Council and attendees (except Elected Members, Vice Presidents, the senior military adviser and persons required as advisers, as set out in 1(g), 2(a), 2(e) and 2(f) respectively) can nominate an alternate to attend in their place.

4. Casual vacancies on Council may be filled by the majority decision of Council, such new members of Council being deemed to resign at the appointed time for new members to be appointed in the way appropriate for the casual vacancy.

#### **Bye-Laws Pursuant to Article 54**

These bye-laws set out the procedure for conducting elections of Elected Members of Council and other matters which are required to be prescribed by the bye-laws.

1. Elected Members shall serve for a term of office of four years. No Elected Member shall serve for more than two consecutive terms of office (a maximum of 8 years) following which the appointee shall not be eligible for election or selection to that particular office until 2 full years have elapsed.
2. Elected Members can be drawn from all grades of membership and student affiliates (as defined paragraph 3(a) and IOM Students (as defined in paragraph 6) in the Bye-Law Pursuant to Article 11).
3. Not less than twelve weeks before each annual general meeting of the Institute at which an election is due to take place Council shall cause to be issued to all Members entitled to vote on the election of Elected Members of Council a Notice which shall:
  - (a) Specify the names of Elected Members of Council who will cease to hold office at the close of the next annual general meeting.
  - (b) Specify any other vacancies in the membership of Council which may be filled by Elected Members.
  - (c) Contain such other particulars as shall be prescribed by Council.
5. Candidates for election to Council as Elected Members shall be nominated in the following manner:
  - (a) Not less than eight weeks before each annual general meeting, completed nomination forms shall be sent to the Secretary.
  - (b) Each nomination form shall relate to one candidate only and shall contain the following particulars relating to such candidates:
    - (i) His grade of membership in the Institute.
    - (ii) His full-time managerial or other occupation (if any) or, if retired, a statement to that effect.
    - (iii) A personal statement of no more than 150 words.

- (iv) Such other particulars as shall be prescribed by Council and shall contain a declaration signed by such candidate that he is willing to serve if elected.
- (c) Each candidate shall be sponsored by two sponsors who shall be Members of the Institute. Each nomination form shall contain in addition to the particulars referred to in paragraph (b) above:
  - (i) A statement of the name, address and grade of membership of each of the sponsors.
  - (ii) A declaration signed by each of the sponsors that he has known the candidate for at least two years and that the particulars given in the said form in accordance with paragraph (b) above are to the best of his knowledge and belief correct.
- 6. If the number of candidates nominated for election to Council as Elected Members shall exceed the number of vacancies for Elected Members of Council, the Secretary shall, not less than four weeks before the annual general meeting, issue one ballot paper to each Member entitled under the Articles to vote and receive notices and each such Member shall have one vote for each vacancy.
- 7. Each ballot paper relating to Elected Members shall contain:
  - (a) A statement of the names and grades of membership of the candidates.
  - (b) Directions for completing and returning voting papers.
  - (c) A Candidate Profile.
  - (d) Such other particulars as shall be prescribed by Council.
- 8. Elected Members of Council are eligible for membership of the Board and if elected to the Board they will be required to relinquish their membership of Council.
- 9. Elections to Council shall be conducted according to the following conditions:
  - (a) The Auditors of the Institute for the time being or such other persons as Council shall appoint shall act as scrutineers in the elections to Council (in this bye-law called "the Scrutineers").
  - (b) The Scrutineers shall direct and supervise the counting of the votes.
  - (c) A vote shall not be valid unless the voting paper on which it is contained shall be returned to the Secretary at the address stated thereon for such purpose

(which address shall be the offices of the Scrutineers or such other address as the Scrutineers shall have notified in writing to the Secretary) and shall actually arrive at such address not later than 48 hours before the time for the commencement of the annual general meeting of the Institute.

- (d) The vote shall be counted by a person or persons, not being members, officers or employees of the Institute, who shall be appointed for such purpose by the Scrutineers.
- (e) If the Scrutineers shall have any doubt as to the validity of any vote or votes cast or purported to be cast they or he, as the case may be, shall refer the same to two members of Council (not being candidates in the election) appointed for such purpose by the President. Such two members shall decide as to the validity of any such vote or votes and their decision shall be final and binding.
- (f) The Scrutineers shall, as soon as the counting of votes has been completed to their satisfaction, certify in writing to the Secretary the number of votes cast for each candidate and such certificate shall be final and binding.
- (g) At the annual general meeting of the Institute next following the election the number of valid votes cast for each candidate for election as an Elected Member shall be announced and the chairman of the Meeting shall thereupon declare those candidates elected to fill the vacancies amongst the Elected Members who shall have obtained the greatest number of valid votes cast in respect of candidates for election as Elected Members as the case may be or, if the number of candidates for election as Elected Members shall not exceed the number of vacancies among the Elected Members, shall declare all the candidates elected as the case may be.
- (h) In the event that the Scrutineers shall certify that two or more candidates have received the same number of votes so that it shall be uncertain which is or are entitled to be elected to fill a vacancy or vacancies then before the annual general meeting at which the declaration of the results is made the President or, in his absence, a person nominated by him, shall have power to exercise by written notice to the Secretary his second or casting vote or votes.
- (i) At the end of the annual general meeting following the election of the new Council the outgoing members of Council shall be deemed retired and the new members of Council shall begin their term on Council.

10. The accidental omission to issue a voting paper or papers to, or the non-receipt of such paper or papers by, any Member or the non-receipt by the Secretary of the Institute of any completed voting papers shall not invalidate any election.
11. All voting papers shall be preserved for at least one month after the declaration of the result of the election.

#### **Bye-Laws Pursuant to Article 56**

These bye-laws prescribe the carrying-on of meetings of Council.

1. Council shall meet at least twice per annum. The quorum for such Council meetings shall be one third of its voting membership.
2. If any Member wishes to put forward a motion then he must first provide written notice of the motion at least 14 days prior to the meeting.
3. The passing of resolutions of Council shall be by simple majority vote with the President or whoever is chairing the meeting having a casting vote.
4. Minutes of each meeting shall be kept by the Secretary once approved.

#### **Bye-Laws Pursuant to Article 57**

These bye-laws prescribe the structure within which the Institute carries out its operations and activities.

1. The Institute shall carry out its activities and operate within the structure of Faculties and Regions as set out below.
2. The basis of funding Faculties and Regions shall be determined by the Board taking into account strategic direction given by Council.
3. Each Faculty and Region shall form a Committee known by the name of the Faculty or Region to which it belongs.
4. Each Faculty Committee shall have the power to create Forums as are necessary for Faculty members to pursue professional interests.
5. Each Region Committee shall have the power to create Groups as are necessary for Region members to come together locally on a geographical basis.
6. To provide co-ordination between the Faculties and Regions a Faculty Co-ordination

Committee and a Region Co-ordination Committee shall be formed.

### **The Faculties**

7. There shall be four Faculties:
  - (a) Supply Chain.
  - (b) Transport.
  - (c) Resources.
  - (d) Technology.
8. Each Faculty by its Faculty Committee shall have the power to regulate its constitution function and objects provided the same shall be consistent with the objects of the Institute and each Faculty Committee may create such committees as the Faculty Committee consider necessary.
9. Every member shall be a member of a Faculty of his choice (the "Prime Faculty"). Through membership of a Faculty Forum every member shall also be entitled to associate membership of Faculties other than his Prime Faculty.

### **Faculty Committees**

10. Faculty Committees shall comprise:
  - (a) A Faculty Chairman elected by the voting members of the Faculty Committee subject to the approval of Council.
  - (b) Up to 10 Members, elected by the membership of the Faculty and drawn from members of their Faculty who may also represent their Region.
11. In addition to members of the Faculty Committee, the following non-voting persons shall be entitled to attend Faculty Committee meetings:
  - (a) Up to a maximum of 3 additional members (who shall be Members) may be appointed by the Faculty Committee as advisers for particular purposes for a period of up to 12 months each, which if required may be renewed.
  - (b) The Chairmen of the Faculty's Forums as required.
  - (c) A representative from each Region, if not already on the Faculty Committee, selected by the Regions to ensure that all Regions are represented. The representative will also represent the Faculty on his Region Committee.
  - (d) A designated member of the Executive.

12. Every Faculty Committee shall appoint 6 of its members to the following positions:
  - (a) Vice Chairman.
  - (b) Treasurer.
  - (c) Professional Development Officer.
  - (d) Policy and PR Officer.
  - (e) Events Co-ordinator.
  - (f) Secretary.

### **Faculty Forums**

13. Each Faculty Committee shall have the authority to approve or dissolve any Forum within its control.
14. If a Forum is approved by its Faculty Committee, the Faculty Committee shall appoint a Chairman and Secretary to the Forum.
15. Each Faculty Committee shall inform the Board of any new Forum and of any Forum that is dissolved.
16. Each Forum shall conform to any mandatory code of practice as laid down by the Board.
17. Members who join a Forum outside their Prime Faculty automatically become associate members of the parent Faculty of such Forum.
18. Associate membership confers no voting rights in a Faculty, nor the right to hold office, except as an officer in a Forum or Forums of the Member's Prime Faculty.
19. Membership of Forums is unlimited provided the Member accepts electronic communications to and from Forums. If a Member does not have access to electronic communication or refuses to receive and submit electronic communication with the Forum, there shall be a limit of 3 Forums to which the Member may join at any one time free of charge. Membership of Forums in addition to this will be subject to an administration fee.
20. A minimum of five Members must petition the relevant Faculty Committee for approval to form a Forum (the "Petition").
21. The Petition must contain details as to the purpose of the Forum, membership, details

of those to be appointed to the posts of Chairman and Secretary, estimated costs and any other information required from time to time by Council.

22. Upon receipt of the Petition the appropriate Faculty Committee will either approve or disapprove of the creation of the Forum by notification to the petitioners.
23. If the Forum is approved it will begin a six month probationary period before formal recognition ("Recognition") of the Forum is achieved.
24. Upon expiry of the probationary period the relevant Faculty Committee will notify the Forum of the outcome of the probationary period.
25. If a Petition to form a Forum is refused by a Faculty Committee, or if after expiration of the probationary period the Forum is not to achieve Recognition, or if after achieving Recognition the Forum is to be dissolved, members of the Forum may appeal to the Faculty Co-ordination Committee and ultimately, if necessary to the Board.
26. A recognised Forum shall be encouraged to cover its costs from *inter alia* event registration fees and Agreed Sponsorship. although a Forum that has achieved Recognition shall be entitled to apply for funding by application to the parent Faculty Committee.
27. The Forum shall not be entitled to raise funds by imposing a membership fee.
28. The parent Faculty Committee shall have absolute discretion to approve or disapprove of a particular sponsorship arrangement ("Agreed Sponsorship").
29. A Forum that has achieved Recognition may apply for permission to use Agreed Sponsorship by application to the parent Faculty Committee.
30. Approval of funding for a Forum shall be at the absolute discretion of the parent Faculty Committee.
31. The Forum shall at all times remain subject to the authority of the parent Faculty Committee and shall abide by their decisions which shall be binding upon the Forum subject to the right of appeal as detailed above.
32. A Forum shall not be limited to a maximum or minimum duration period unless specified by the parent Faculty Committee or dissolved by the parent Faculty Committee.

### **Faculty Co-ordination Committee**

33. A Faculty Co-ordination Committee shall be created to provide co-ordination between the Faculties and between the Faculties and the Regions.
34. The Faculty Co-ordination Committee shall meet at least twice per annum.
35. The Faculty Co-ordination Committee shall be comprised as follows:
  - (a) A Principal Faculty Chairman, who shall be elected by the Faculty Co-ordination Committee from amongst the Faculty Chairmen.
  - (b) The Faculty Chairmen.
  - (c) The Principal Region Chairman.
  - (d) The Chairmen of the Council Standing Committees.
  - (e) The Chairman of the Board's External and International Affairs Committee.All members may be represented by an alternate.
36. The Institute's Chief Executive shall be entitled to attend the Faculty Co-ordination Committee meetings.

### **The Regions**

37. The Institute shall be divided into Regions denoted by geographical divisions as determined by the Council.
38. Each Region by its Region Committee shall have the power to regulate its constitution function and objects provided the same shall be consistent with the objects of the Institute and each Region Committee may create such sub committees as the Region Committee considers necessary.
39. Every member shall be a member of the Region of his choice (the "Prime Region").

### **Region Committees**

40. Region Committees shall be comprised as follows:
  - (a) A Region Chairman elected from the membership of the Region by the voting members of the Region Committee subject to the approval of Council.
  - (b) Up to 15 Members, elected by the membership of the Region and drawn from

members of the Region. Such members may also represent their Faculty.

41. In addition to members of the Region Committee, the following non-voting persons shall be entitled to attend Region Committee meetings:
  - (a) Up to a maximum of 3 additional members (who shall be Members) may be appointed by the Region Committee as advisors for particular purposes for a period of up to 12 months, which if required may be renewed.
  - (b) The Chairmen of the Region's Groups as required.
  - (c) The Region's representative on each Faculty Committee who are not already members of the Region Committee.
  - (d) A designated member of the Executive.
42. Each Region Committee shall appoint 7 of its members to the following positions:
  - (a) Vice Chairman.
  - (b) Treasurer.
  - (c) Professional Development Officer.
  - (d) Policy and PR Officer.
  - (e) Membership Officer.
  - (f) Events Co-ordinator.
  - (g) Secretary.

### **Region Groups**

43. Each Region Committee shall have the authority to approve or dissolve Groups within its control.
44. If a Group is approved by its Region Committee, the Region Committee shall appoint a Chairman and Secretary to the Group.
45. Each Region shall inform the Board of all new Groups and of Groups that are dissolved.
46. Each Group shall conform to any mandatory code of practice as laid down by the Board.
47. Members who join a Group outside their Prime Region automatically become associate members of the parent Region of such Group.

48. Associate membership confers no voting rights in a Region, nor the right to hold office, except as an officer in a Group or Groups of the Member's Prime Region.
49. Membership of Groups is unlimited provided the Member accepts electronic communications to and from Groups. If a Member does not have access to electronic communication or refuses to receive and submit electronic communication with Groups there shall be a limit of 2 Groups to which the Member may join at any one time free of charge. Membership of Groups in addition to this will be subject to an administration fee.
50. A minimum of five Members must petition the relevant Region Committee for approval to form a Group (the "Petition").
51. The Petition must contain details as to the purpose of the Group, membership, details of those to be appointed to the posts of Chairman and Secretary, estimated costs and any other information required from time to time by Council.
52. Upon receipt of the Petition the appropriate Region Committee will either approve or disapprove of the creation of the Group by notification to the petitioners.
53. If the Group is approved it will begin a six month probationary period before formal recognition ("Recognition") of the Group is achieved.
54. Upon expiry of the probationary period the relevant Region Committee will notify the Group of the outcome of the probationary period.
55. If a Petition to form a Group is refused by a Region Committee, or if after expiration of the probationary period the Group is not to achieve Recognition, or if after achieving Recognition the Group is to be dissolved, members of the Group may appeal to the Region Co-ordination Committee and ultimately, if necessary to the Board.
56. A recognised Group shall be entitled to cover its costs *inter alia* from event registration fees and Agreed Sponsorship.
57. The Group shall not be entitled to raise funds by imposing a membership fee.
58. The parent Region Committee shall have absolute discretion to approve or disapprove of a particular sponsorship arrangement ("Agreed Sponsorship").
59. A Group that has achieved Recognition may apply for permission to use Agreed Sponsorship by application to the parent Region Committee.

60. A Group shall be encouraged to be self funding but a Group that has achieved Recognition shall be entitled to apply for funding by application to the parent Region Committee.
61. Approval of funding for a Group shall be at the absolute discretion of the parent Region Committee.
62. The Group shall at all times remain subject to the authority of the parent Region Committee and shall abide by their decisions which shall be binding upon the Group subject to the right of appeal as detailed above.
63. A Group shall not be limited to a maximum or minimum duration period unless specified by the parent Region Committee or dissolved by the parent Region Committee.

#### **Region Co-ordination Committee**

64. A Region Co-ordination Committee shall be created to provide co-ordination between the Regions and between the Regions and the Faculties.
65. The Region Co-ordination Committee shall meet at least twice per annum.
66. The Region Co-ordination Committee shall comprise:
  - (a) A Principal Region Chairman, who shall be elected by the Region Co-ordination Committee from amongst the Region Chairmen.
  - (b) The Region Chairmen.
  - (c) The Principal Faculty Chairman.
  - (d) The Chairmen of the Council's Standing Committees.

All members may be represented by an alternate.

67. The Institute's Chief Executive shall be entitled to attend the Region Co-ordination Committee meetings.

#### **Council and Board Committees and Working Groups**

68. The role of the Committees and Working Groups is to provide advice to the Board and Council as appropriate and to support the Executive. Committees and Working Groups shall exercise powers specified by these bye-laws or otherwise delegated by Council or the Board.

69. The Committees and Working Groups shall consist of such persons being Members whose office shall be endorsed by Council or the Board as appropriate and who shall hold office for as long as Council or the Board as appropriate shall determine.
70. Council Committees shall primarily have responsibility for enduring strategic matters and the following Standing Committees shall therefore be established:
- (a) Strategic Development  
To address the Institute's profile and position in the light of developments in logistics and transport.
  - (b) Professional Development Policy & Standards  
To address the issue of the continuing relevance of qualifications, professional development and future trends. To address the criteria for membership admission and transfer and to exercise overall responsibility for admission into the grades of Chartered Member, Chartered Fellow, Member and Affiliate and IOM Fellow, IOM Member, IOM Graduate, IOM Associate and IOM Student and such other grades as may be formed in the future and transfers from one grade to another.
  - (c) Qualifications & Assessments  
To develop the qualifications and educational products of the Institute of Logistics and Transport, to maintain standards and to monitor the market
  - (d) Academic Relations  
To address the Institute's relationship with academia and education in government in respect of world-wide developments.
  - (e) Research Co-ordination  
To identify developments in the practice of logistics and transport as they might affect the direction of the Institute and identify future policy for professional research.
  - (f) Public Policies  
To address the Institute's relationship with government policy at international, national and regional level and co-ordinating the Institute's view on such matters as necessary.
71. The Board Committees and Working Groups shall primarily have responsibility for

current activities and the following Standing Committees shall therefore be established:

(a) Audit and Finance Committee

To advise the Board on financial propriety and to maintain the scrutiny of financial probity. At least one member of this committee must be a member of a recognised UK accounting body.

(b) Remuneration and Awards Committee

To approve the Institute's remuneration policy and to decide upon criteria and selection for awards made by the Institute and others.

(c) Professional Conduct Committee.

To deal with any irregularities and misconduct in the membership.

72. Council and the Board shall have the authority to create or Committees or Working Groups as necessary. Council shall have the authority to dissolve any Committee or Working Group as it sees fit. The Board shall have the authority to dissolve any Committee or Working Group which reports directly to it, any such action should be reported to Council at the earliest opportunity.

### **The Vice Presidents**

73. The Institute has Vice Presidents whose principal role is to act as ambassadors of the Institute. They shall concern themselves primarily with extending its influence in the profession and the world at large.
74. Vice Presidents are appointed by Council on the President's recommendation (who shall consult with the Chairman of the Board) for a minimum term of office of 2 years and a maximum of 4 years, coincident with the President's term of office.
75. Vice Presidents should not normally serve more than 2 consecutive terms of office.
76. Vice Presidents, who shall not exceed 8 in number, shall hold no office in the Institute save that of Vice President.

### **The Executive**

77. The Executive are management employees of the Institute, the senior member of which is the Chief Executive. The Executive supports the Faculties, Regions, their Forums and Local Groups by providing administrative support and facilitating the intellectual pursuits of the Members.

## **Bye-Laws – The General Rules**

These rules (the “General Rules”) set out the criteria for appointment and election to posts within the Institute and the General Rules shall apply to such elections and selections unless otherwise varied by specific Bye-Law.

1. All appointments shall be for a term of office with a maximum duration of 4 years.
2. All appointments shall be for a maximum of two consecutive terms (a maximum of 8 years) following which the appointee shall not be eligible for election or selection to that particular office again until 2 full years have elapsed.
3. When elections are first held for any Institute body, appointment and election to office will be arranged so that 50% of those persons so elected shall be in post for a maximum of 2 years with the remaining 50% persons being eligible to serve the full term. Thus, the principle of rotation can be initiated to ensure and provide for continuity.
4. The allocation of successful candidates between 2 and 4 year terms of office will be determined in the first instance by candidate choice, and any remaining imbalance will be eliminated by allocating candidates by reference to the total number of votes cast for each candidate; those with the least number of votes being allocated to the 2 year term of office.
5. Candidates for election to Council and Board must be proposed and seconded by a member of the Institute and the candidate must have accepted their candidature.
6. Candidate Profiles shall include:
  - (a) The name of the candidate.
  - (b) The grade of membership in the Institute.
  - (c) The full-time managerial or other occupation (if any) or, if retired, a statement to that effect.
  - (d) A personal statement of no more than 150 words.
7. The Institute will publish the attendance record of each individual member seeking re-election to Council and Board.
8. Voting shall be by personal ballot only, proxy votes shall not be allowed.
9. Council, Board, Faculty, and Region Committees should always strive to include at

least one member under the age of 30 years.

10. Student membership of Committees should be encouraged.
11. The facility for Committees to appoint members with particular skills as advisers is provided to allow them to draw on special skills in the membership for periods not exceeding 1 year. Such appointments are renewable. Persons so appointed have no voting rights in committee.
12. No salary or honorarium shall be paid to officers of the Institute: reasonable expenses for travel and subsistence shall be permissible when no other means of reimbursement exists.
13. No employee of the Institute shall stand for election to office or hold office on Council or Board in any capacity.
14. Any Committee or Working Group may co-opt to fill one or more vacancies for the term of that vacancy. Such appointment shall be subject to all requirements laid down for the vacancy filled