



GOVERNANCE REVIEW REPORT

1. Context to the Review

It's an exciting time to be a member of CIHT as we respond to the challenge of providing continuously improving services for a growing membership. We have structured our planning and operational activities to deliver the 2017-2021 strategic plan, and we will soon embark on looking to the next strategy period and the new challenges that are already emerging.

Our evolving and improving governance has ensured that we remain focused on challenging ourselves as we move forward, but always with an eye on what our members want from the Institution and how we can best prioritise this in a world that seems to be generating new demands on our sector almost on a daily basis. What does this new world require of us? What will our members want in the future?

When CIHT's leadership teams have met to consider these issues, they have often concluded that we need to be much "more nimble" in the way we act, and much smarter at how we prioritise our endeavours.

Our investment in technology through Project Alpha gives us improved means of engaging with our members and stakeholders in a more informed and efficient way, alongside improved data gathering and reporting capability. This will enable our (expert) people inputs to be maximised to better effect in support of members, and to find time to plan for tomorrow's challenges.

Although we cannot define exactly what we will be doing as CIHT in say 10-15 years, we can already see the potential for significant changes in our sector that will impact on our members and we need to be ready to provide member support that continues to make CIHT relevant.

With this bigger longer-term picture in mind, the Board of Trustees established a Governance Review Group to consider what this might mean for the governance of CIHT.

2. The Scope of the Review

The Board of Trustees established a Governance Review Group in 2018 to consider, as the Institution and the challenges it faces has evolved over recent times, whether changes are needed to the governance of CIHT.

The review has looked at CIHT's governance system and structures and explored alternative options with the aim to:

- evaluate the effectiveness of the current governance arrangements
- compare CIHT's Governance arrangements with good practice
- ensure legitimacy, transparency and accountability in the way power and responsibilities are distributed and information flows across the organisation
- enable efficient and effective decision-making
- ensure strategic alignment and oversight

- make recommendations for change as appropriate, and
- consult with the membership

3. Main areas of focus

- Reviewing the future role of the President and Chair of the Board of Trustees
- Improving Governance structures and alignment to the Strategic Plan
- Board of Trustee effectiveness: election/selection/appointment/skills/diversity
- Reviewing the role and purpose of Council: diversity/skills/representation of the wider membership
- Review Terms of Reference and interfaces of governance bodies
- Updating the Charter, Byelaws and Standing Orders
- Not in Scope – Regions and Nations

4. Governance Review Group composition

The review group consists of five members drawn mainly from the Board of Trustees and chaired by a Past President. The review group is time limited to the task.

Group member	Current governance roles when appointed
Sue Sharland (Chair)	Past President and Chair of the Audit Committee
Matthew Lugg	Trustee, President and Chair of Council
Martin Tugwell	Trustee, Senior Vice President, Chair of Regional Panel and Council Member
Gordon Baker	N/A
Peter Brown	Trustee, Honorary Treasurer and Council Member

The group was supported by the CEO and Governance Officer.

5. Constitutional Requirements

Any changes to the Charter and Bye-laws require a general meeting of the membership to approve them (the EGM on March 18). Papers for the EGM were available for members to view from 4 March.

If the changes are approved at the EGM the decision is communicated to the Privy Council along with a formal submission for changes to the Charter and Bye-laws. Only after the Privy Council has approved the changes can they be adopted by the Institution.

Furthermore, as a charity registered in the Republic of Ireland, we are also required to liaise with the Irish charity regulator over any changes.

Under clause 24.1 of the Bye-laws, the Board of Trustees may from time to time make such reasonable and proper rules to be known as Standing Orders as they may deem necessary or expedient for the proper conduct and management of the institution.

The Institution's Standing Orders have been added to piecemeal over the last 10 years and the opportunity has been taken to do a thorough re-write and overhaul. The Board of Trustees at its meeting on 12 February 2020 approved the revised Standing Orders and these have been available for members to view from 4 March. The revised Standing Orders would come into effect along-side the changes to the Charter and Bye-laws and only after Privy Council approval.

6. Good Governance principles

In undertaking its work, the Review Group considered key principles and structures for good governance. These are summarised in the seven principles below:

1. Organisational purpose
2. Leadership
3. Integrity
4. Decision-making, risk and control
5. Board effectiveness
6. Diversity
7. Openness and accountability

7. Comparator organisations

During the review of the Institution's governance the group has looked at the operation of a number of other bodies to help inform the discussion and deliberations and to benchmark CIHT against. Comparator bodies include: -

APM - Association for Project Management
CIWEM - Chartered Institution of Waste & Environmental Management
CMI - Chartered Management Institute
ICE - Institution of Civil Engineers
RICS - Royal Institution of Chartered Surveyors
RTPI - Royal Town Planning Institute
RSC – Royal Society of Chemistry
BOHS – British Occupational Health Society

CIH – Chartered Institute of Housing
IP – Institute of Physics
LI – Landscape Institute
IChemE – Institute of Chemical Engineers
CIOB – Chartered Institute of Building
IBS – Institute of Biomedical Science
IOSH – Institution of Occupational Safety and Health
CIPH – Chartered Institute of Plumbing and Heating

8. Consultation and Communication

The Review Group has consulted widely with members through various channels and engagement. It has kept the Board of Trustees updated and consulted regularly with Council.

The communication plan is at *appendix A*.

Throughout the consultation, responses from members have been considered by the Group and adjustments made to the recommendations where appropriate.

A table of the feedback is at *appendix B*.

9. Recommendations and Rationale

R1. Split the Presidential role into President and Chair of the Board of Trustees

Rationale for recommendation: Splitting the roles will provide better support for CIHT's plans as they require two very different skills sets. It would also allow the Chair of the Board role to become a two-year term to give greater continuity in strategic and business development. Having a combined role potentially restricts the type of person putting themselves forward due to the time commitment involved. The two-role model is used within a number of other professional bodies.

In the event of there being two nominations for the role of Vice President, Council would be asked to cast their vote in a secret ballot.

This recommendation has received wide-spread support from members.

Changes needed to the Charter and Bye-laws and Standing Orders

R2. Introduce a Nominations Panel

Rationale: Currently the Presidential Team acts as an informal Nominations Panel. It is proposed to create a formal Nomination Panel, that includes representation from Council, with clear terms of reference and process to increase transparency and accountability. It would manage succession planning to Board of Trustees including President, Chair of Board and other key roles.

Council will continue to be invited to nominate Trustees. Two Council Members would be appointed to the Nominations Panel and would be selected by Council. The Nominations Panel would review and recommend nominations of Trustees for Council approval.

This recommendation has received wide-spread support from members.

Changes needed to the Standing Orders only

R3. Increase the number of Young Professionals involved through the Board of Trustees and Council (One on Board of Trustees, and on Council, up to six and a further two representing associate members)

Rationale: This recognises Young Professionals as the next generation of inspiring leaders within CIHT. This will provide them with a stronger voice in the CIHT's governance and good development opportunities to create an environment for them to thrive in.

This recommendation has received wide-spread support from members and has been particularly welcomed by our Young Professionals.

Changes needed to the Bye-laws and Standing Orders

R4. Increase the number of Council Members

Rationale: This would provide greater opportunities for more members to be actively involved in Council including more representation from devolved nations and would encourage more Young Professionals to be involved in Council.

This recommendation has received wide-spread support from members.

Changes needed to the Bye-laws and Standing Orders

R5. Hold three full day Council meetings per year with one held outside London

Rationale: Changing the meeting pattern (to fewer but longer meetings) would provide the opportunity to develop Council into a more dynamic discussion and technical/policy shaping arena. Holding a Council meeting outside of London would give an opportunity to include a local site visit and combine with talks/debates relevant to the hosting area.

Given that no changes are needed to the constitutional documents, the Governance Review group felt the arrangements should be implemented and after a year reviewed.

This recommendation has received approval from the Board of Trustees and supported by Council.

No changes needed to the Charter, Bye-laws or Standing Orders

R6. Disband the External Affairs & Communications Strategic Board (EACSB) and split the Membership Skills & Strategy Board (MSSB) into two Boards – one covering Education / Qualifications and one covering Membership / Member Services

Rationale: The operation of our communication and engagement activities are no longer compatible with the operation of a standing board with the CIHT using experts when quick communication responses are required. Responsibility for overseeing the Communications Strategy and Stakeholder Engagement Strategy is already owned by the Board of Trustees. The workload of the MSSB is currently very wide-ranging covering very different issues (education, qualifications, membership and member services). This means that often debates are rushed, and different knowledge sets are needed for the different areas of activity.

This recommendation has received wide-spread support from members.

Changes needed to the Standing Orders

R7. Introduce the provision to two appoint up to two non-members Trustees to the Board of Trustees to fill skills/expertise/experience gaps identified by the Nominations Panel

Rationale: After much deliberation, the Review Group came to the recommendation to have the flexibility to appoint up to two non-member Trustees in the exceptional circumstance that there are no CIHT members able to fill a skills/expertise/experience gap identified by the Nominations Panel. Other membership organisations with this option have found this extremely useful with regards to emerging issues (such as mitigating unconscious bias or providing technology and innovation insight and challenge from related sectors).

This recommendation has received wide-spread support from members.

Changes needed to the Bye-laws and Standing Orders

R8. Reduce the number of supporters from 8 to 4 for members standing for Council

Rationale: Comments were made that needing 8 supporters for some potential members wishing to stand was putting them off coming forward, especially if they worked for small organisations or for organisations which did not have many CIHT members. It was also pointed out that 8 was a large number just to be able to stand for election and did not feel very inclusive.

Compared to other sister bodies CIHT requirement of 8 supporters for members standing for Council is high. Of the organisations compared the average number was 2.

The initial recommendation was to reduce supporters down to 2. Some members were very supportive of this; however, some members were concerned by the proposition. This was taken back to Council and discussed. It was agreed that 4 was a sensible compromise.

The recommendation in principle to reduce the number of supporters down from 8 has received wide-spread support from members. There was some discussion on the actual number and 4 was supported by Council.

Changes needed to the Bye-laws and Standing Orders

R9. Extend voting rights to the following grades of membership: - Associates, Graduates, Apprentices and Part time Students.

Rational: in response to R3 it was felt that the existing provision of voting members being only full Members and Fellows was not compatible with a progressive and inclusive Institution. It is recommended that voting rights are extended to all paying members including associates, graduates, apprentice and part-time students.

This recommendation was debated at the November Council meeting which supported this additional resolution.

Changes needed to the Bye-laws only

The Governance Review Group has also taken the opportunity to update terminology in the Charter, Bye-laws and Standing Orders in respect of substituting references to the Executive Board with Board of Trustees, members of the Executive Board are now known as Trustees, Branches are known as Regions and Nations and the removal of any gendered references with more inclusive terminology – chairman is now chair. Furthermore, any references to legislation has been checked and updated if needed, for example, the Charities Act 2011 is now Charities Act 2011.

Appendix A - Communication plan

Audiences for consultation

Audience	Scope of consultation
Board of Trustees	The Governance Review Group sought the Trustees' view on the initial proposals in 2018 and continued to consult with it throughout 2019.
Past Presidents	The Review Group Chair discussed the preliminary proposals with the Past Presidents at their meeting in April 2019.
Council	The Review Group has sought Council's view on the initial proposals at its November 2018 meeting and continued to consult with Council throughout 2019.
Regional Panel	The Review Group initially consulted with the Regional Panel at its meeting in February 2019 and continued to consult.
Young Professionals Network	The Review Group updated and consulted with those actively involved in the YPN during 2019.
Members on existing Boards & Panels	The Review Group updated and consulted with those serving on existing Boards and Panels during 2019.
Regional Committees	The Regions and Nations have been invited to comment during 2019 and many engaged via the two webinars.
Wider Membership	The Review Group has kept the membership updated on a regular basis via updating the Governance Review webpage with FAQs, e-news bulletin items and articles in the Transportation Professional magazine.
Staff	Staff have been regularly updated.

Delivery Plan

Audience	When	Method
Board of Trustees	12-Sep-18	Provide an update report on the direction of travel at BoT
	27-Mar-19	Verbal update
	15-May-19	Verbal update
	30-Oct-19	Verbal update
	12 Feb	Report and sign off by BoT
Past Presidents	16-Apr-19	Presentation & discussion at Past Presidents' Meeting
Council	21-Nov-18	Provide an initial report to Council on the preliminary ideas and engage with the wider membership
	13-Mar-19	Verbal update on the points raised at the last Council meeting
	19-Jun-19	Provide a verbal update on the additional recommendation 7 (provision for non-member Trustees).
	25-Sep-19	Relay updates to proposals following the consultation with the wider membership

	20-Nov-19	Presentation of updates on recommendations, timeline going forward and review of consultation to date
Regional Panel	21-Feb-19	Update on initial proposals
	09 - May-19	Update on proposals
	17-Oct-19	Update at REO Conference
Young Professionals Network	Mid-Aug-19	CIHT YPN Email newsletter items on review highlighting upcoming Q&A webinar
	Aug-2019	Invite to Regional Committees Online Q&A webinar
	14-Nov-19	Update at YP Conference
Regional Committees	<u>31-May19 /</u> Late-Jul-19	CIHT Regional Officers Email items on review highlighting upcoming Q&A webinar
	8/22-Aug-2019	Online Q&A webinar
Members on existing Boards & Panels	During 2019	Updates to Chairs/Boards/Panels highlighting the review, drawing out any specific issues for the Board/Panel and highlighting ways to engage.
	Jul-2019	Email to members on the key proposals highlighting the upcoming Q&A webinar
	8/22-Aug-2019	Online Q&A webinar

Wider Membership	29-Mar-19 (onwards)	CIHT News & Events Email newsletter items with initial information
	29-Mar-19 (onwards)	Webpage in Members Area including FAQs – updated as appropriate
	12-Jul-19	Article in Jul/Aug or Sep 2019 TransPro magazine on the key proposals and how members can provide feedback / get involved
	Sep-19	Update webpage in Members Area with fuller information/clear messaging following Q&A Webinar with Regional Committees / Members on existing Boards & Panels
	Jan 2020	Notice of EGM being called placed in the Jan/Feb 2020 TransPro magazine, CIHT News & Events Email item and website
	Jan-March 2020	Regular email items
	4 March-2020	EGM papers available for members to view via the website
	18 March-2020	EGM
Staff	Jul/Aug-19	Presentation and discussion at monthly staff meeting on the key proposals (plus information via SharePoint / all users email)
	Nov-19	Presentation at monthly staff meeting on the final proposals (plus information via SharePoint / all users email)



Appendix B - Summary of feedback and comments received in response to the governance review consultation

N.B. The over whelming feedback has been supportive and positive to all the recommendations. The table below highlights issues that have been raised by some members. Throughout the consultation, responses from members have been considered by the Group and adjustments made to the recommendations where appropriate.

Recommendation	Member comments
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<p>1. Split Presidential role into President and Chair of the Board</p>	<p>Members commented that if there is more than one name put forward for VP thus generating a vote, that requires the process to be kicked off earlier if the vote is to be at Council in March. That vote should be a secret ballot as it could put people off and be negative to loser(s) if it was by a show of hands. If it is a secret ballot, then that could be undertaken in much the same way that the Vice-President recommendation was circulated but instead asking members to indicate who they support.</p> <p><u>Webinar</u> –</p> <p>Q: <i>How will we maintain close contact and collaboration between the two roles?</i></p> <p>A: The need for close contact and collaboration between the two roles will be built into the role descriptors. They will both serve on the Board of Trustees and the President will continue to be the Chair of Council. The Chair of the Board role will be a two-year term providing continuity.</p> <p>Q: <i>How would the two roles terms be synchronised and who decides if the Chair's term is extended?</i></p> <p>A: The Chair of the Board term can be extended to a maximum of four years at the discretion of the Nomination Panel (the Chair of the Board would not be involved in this decision). This means that the maximum term of the Chair of the Board is longer than the Presidential term of one year. This is not unusual, there are several other institutions where Chairs of Boards serve longer than the President to provide more continuity in business planning for example. Trustees can serve for a maximum of six years.</p> <p>A few members questioned having just one VP and whether this would allow sufficient time for the individual to get up to speed prior to becoming President. Also, it does not provide any contingency, if for some reason VP has to drop out before reaching the President appointment.</p>
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2. Introduce a Nominations Panel	<p>Members agreed with having an additional Council member on the Nominations Panel; they also agree that it would be more useful to have the Immediate Past President (rather than the VP) on the Panel. As an additional point, members agreed that the Nominations Panel should comprise of members only as it is considered important that the new president is chosen by members.</p>
3. Greater number of YP involved through BoT and Council	<p><u>Webinar</u> –</p> <p>Q: <i>How are YPs for the Nominated Roles to Council selected?</i></p> <p>A: It is proposed that nominations for the YP roles on Council can come through any method including nomination by YP regional groups and the National YPN. This could include the winners of the Young Professional of the Year and the Apprentice of the Year but there is flexibility for other nominations to be made.</p> <p>Q: <i>How is the YP representative on BoT selected, does this replace the role of the YP of the year?</i></p> <p>A: It is proposed that the National YPN will make the nomination for the YP role on the BoT to the Nominations Panel and this could be the Young Professional of the Year.</p> <p>Q: <i>Do all members of the BoT have to be CIHT 'Members' (noting the proposal to appoint 2 non-members). Does this mean 'Members' and 'Fellows'? If so, how does this square with having more YP representation who are likely to hold GradCIHT or AMCIHT?</i></p> <p>A: Under the current Bye laws, members of the BoT currently have to be Voting Members ('Members' and 'Fellows'). The proposal is to widen this to include other classes of membership.</p>

<p>4. Increase numbers of members on Council</p>	<p>Members believe the BoT and CEO reports are good feedback but there could be more detail on some other elements as proposed. However, if Regions being asked for updates that could make meetings unwieldy. Members pointed out that the Vice-President's update today was useful as it informed them about the Scottish Transport Forum but not every region has something to report like that. The annual report that Scotland and NI provide to LSTSB cover some of that concept ensuring BW are connected to the 'national regions'. Members don't really want a formal reporting mechanism for regions and suggest that it probably would be good for regional delegates to have to say something relevant to their region or their own area of interest in the region.</p> <p>Members agree with the idea of extra delegates from the devolved regions - this complements the discussion at LSTSB where the suggestion was that Scotland, Wales and NI would be invited to send a member to reflect the specific policy interests of the region. Members questioned if both members will be elected or if one would be nominated. They also suggested that the Chair of the Policy group or as in Scotland a Chair of the Transport Forum could be nominated.</p> <p><u>Webinar</u></p> <p>Q: <i>Can the detail for the devolved nations and the Isle of Man and Channel Isles be confirmed?</i></p> <p>A: Each of the devolved nations (Wales, Scotland, Northern Ireland and Ireland) will have two representatives. There is no current plan to have direct representation for the Isle of Man and Channel Isles which are covered by the regions but also autonomous transport authority.</p>
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<p>5. Hold 3 full day Council meetings per year with one outside London</p>	<p><u>Webinar</u> Q: <i>How will board meetings be fitted in and impact on time demands of Council members?</i> A: This proposal will allow for more efficient use of Council members' time than the current half day meetings. The Strategic Boards are usually held in the morning before the Council meetings and are also quite rushed. Although these would then need to be held on different days to the Council meetings, Council members could attend these remotely to manage demands on their time (mention of the possibility to hold these meetings in the regions).</p> <p>A few members are concerned about the advent of full day council meetings and separate boards, as this is likely to increase time demands on already busy people. Three days for Council and effectively the full or most of three or four days for boards is greater than at present. For members travelling distances that is significant. Even though technology should help, members have not mastered that yet. A couple of members asked whether having separate Council meetings would cost the Institution more financially. This was followed up and any cost differential was marginal.</p>
<p>6. Disband EACSB and split MSSB into 2 Boards – education/qualifications and Membership/member services</p>	<p><u>Webinar</u> Q: <i>With regard to disbanding the EACSB - can any lost opportunities be perceived by removing Council members from leading particularly with regard to external stakeholders?</i> A: The Institution currently retains a pool of members with particular expert knowledge who will be able to respond quickly to provide comments for radio and TV. In terms of removing Council members from leading with regard to external stakeholders, the Communications and Stakeholder Strategies will be reported directly to the BoT.</p>

<p>7. Provision to two appoint up to two non-members Trustees to the BoT to fill gaps identified by the Nominations Panel</p>	<p>Some members think the idea of co-option to BoT seems sensible when skill set or speciality needed, but that should be brought in only on a project advice basis and be time bound without presumption of progression. They also emphasised that the co-option to BoT should ideally be from Council. Members also enquired if any problem that would have been resolved with such action has been identified.</p> <p>Other members support the concept of a small number of trustees being drawn from outside the Institution as there will be skills required that are not readily available from the current membership, such as fundraising. These members highlighted that, whatever system is eventually adopted, it should be clearly set out for all members to understand.</p> <p><u>Webinar</u></p> <p>Q: Will there be a time limitation on co-option of non-member Trustees?</p> <p>A: The appointment of non-member Trustees will be for a one-year term that could be renewed by the Nominations Panel. There is no current time limitation in the proposals, but could be built in.</p> <p>Q: <i>Will the non-member Trustee be eligible for the Chair of the Board role?</i></p> <p>A: No, they would not be eligible.</p>
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<p>8. Reduce the number of supporters from 8 to 4 for members standing for Council</p>	<p>Some members were a bit surprised that there is a suggestion to reduce the number of supporters to council nominations from eight to two given the importance of the role. For membership etc two supporters are required so members feel a greater number than that for council nominations should be required.</p> <p><u>Webinar</u></p> <p>There was feedback both that two supporters felt too few and welcoming a reduction in the number of supporters as YPs struggle to find enough Voting Members in their networks.</p> <p>Some members feel that asking for eight supporters could be rather insensitive to the international membership. Some members would like to put their candidacy forward but feel that that requirement is rather onerous so ultimately give up.</p>
<p>9. Extend voting rights to the following grades of membership: - Associates, Graduates, Apprentices and part time students</p>	<p>This suggestion was put to November Council and members felt that this would increase democracy within the Institution, reflecting those grades of members who pay a subscription and would mean that the majority of members at future Council meetings would be able to vote. The exception would be full-time students and honorary fellows who do not have voting rights.</p>

Other issues raised	<p>LSTSB: Some members find the Board name quite lengthy and struggle to explain it externally. They emphasised the importance of not losing sight of the society function but highlighted the real function is transportation strategy and policy.</p> <p>Trustee election by Council: One member commented that they feel that their primary interest is that the trustees are the best people available to undertake the role expected of them and to ensure the Institution continues to prosper - irrespective of their profile. They do not support positive discrimination of any interest group - this is fine for the selection of Council, but not for Trustees. There is a clear trade-off between a democratic approach for the appointment of trustees (which has the downside that members may not know the strengths and suitability of the candidates), and direct appointments by incumbents that run the risk, in extremis, of a self-perpetuating interest group developing. It is thanks to the professionalism and good sense of past presidents that the latter position has not to date become an issue. However, to prevent the possible perception of the latter occurring, it is suggested that the appointment process for trustees is made far more transparent to members. Measures could include inviting expressions of interest from members of Council when a vacancy occurs, who would then be interviewed by a number of incumbent trustees as to their suitability for the role they would be expected to perform.</p>
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Chartered Institution of Highways and Transportation (the 'Institution')

Draft Members' Resolutions

1. That the Institution seeks the approval of Her Majesty The Queen for an Order in Council to amend the Royal Charter dated 1 January 2010 (as amended by an Order dated 22 May 2019) in accordance with Article 18 of the Royal Charter as set out in the schedule of changes to the Charter attached to the notice of the meeting as Appendix 1 and incorporated in the revised version of the Charter and Bye-laws attached to the notice of the meeting as Appendix 2 subject to such changes as the Privy Council and the Charity Commission may require and which are agreed by the Board of Trustees
2. That, subject to the approval of the Privy Council, the Institution amends the Bye-laws attached to the Royal Charter dated 1 January 2010 (as amended by an Order dated 22 May 2019) in accordance with Article 20 of the Royal Charter as set out in the schedule of changes to the Bye-laws attached to the notice of the meeting as Appendix 3 and incorporated in the revised version of the Charter and Bye-laws attached to the notice of the meeting as Appendix 2 subject to such changes as the Privy Council and the Charity Commission may require and which are agreed by the Board of Trustees

Appendix 1: Schedule of changes to the Charter

Substitute Article 2.5 with:

'Trustee' shall mean a trustee of the Institution and 'the Board of Trustees' shall mean all of the Trustees or a duly convened meeting of the Board of Trustees. For the avoidance of doubt, the Trustees are the charity trustees of the Institution;

At the end of Article 2.8, delete the word *'and'*

At the end of Article 2.9, delete *'.'* and substitute *'; and'*

Delete 'Charities Act 1993' wherever it occurs in Articles 4.13 and 4.15 and substitute *'Charities Act 2011'*

Delete 'Executive Board' wherever it occurs in Articles 4.19, 4.20, 5, 7.3, 8, 10, 11, 15, 19, 20, 21 and 22 and substitute *'Board of Trustees'*

Delete 'Executive Board Members' wherever it occurs in Articles 4.24, 12 and 13, and substitute *'Trustees'*

In Article 4.25, delete 'such trustee, other officer or auditor' and substitute *'such trustee or other officer'*

Delete 'an Executive Board Member' wherever it occurs in Articles 5.1, 6, 6.4, 7 and 8 and substitute *'a Trustee'*

Delete 'Executive Board Member' wherever it occurs in Articles 4.25, 5, 5.2, 5.3, 7 and 8, and substitute *'Trustee'*

In Article 4.27 –

(a) delete 'Branches' and substitute *'Regions and Nations'*

(b) delete 'Branch' and substitute *'Region or Nation'*

In Article 12 after 'shall have a President', insert *',' a Chair of the Board of Trustees'*

In Article 21 delete 'President' and substitute *'Chair of the Board of Trustees'* wherever it occurs

In the First Schedule -

(a) after 'the first members of the Board', insert '*of Trustees*'

(b) delete 'Executive Board' and substitute '*Board of Trustees*'

Appendix 3: Schedule of changes to the Bye-laws

Delete 'Branch Council Member' wherever it occurs in Bye-laws 1 and substitute '*Region and Nation Council Member*'

In Bye-law 1, delete the definition of 'Branch' and substitute:

'Region' and 'Nation' shall, respectively, mean any Region or Nation of the Institution for the time being established in accordance with paragraph 4.27 of the Charter and 'Regions and Nations' shall be construed accordingly;

In Bye-law 1, delete 'Branch' wherever it occurs in Bye-laws 1 and substitute '*Region and Nation*'

In Bye-law 1, insert a definition of 'Chair'

'Chair' shall mean the Chair of the Board of Trustees appointed in accordance with Bye-law 22.3;

Delete the definition of 'Executive Board Member' and substitute:

'Trustee' shall mean a trustee of the Institution and 'the Board of Trustees' shall mean all of the Trustees or a duly convened meeting of the Board of Trustees. For the avoidance of doubt, the Trustees are the charity trustees of the Institution;

Delete 'Executive Board' wherever it occurs in Bye-laws 1, 2.2, 4.2, 5.2, 6.2, 7.2, 9.1, 9.2, 11, 18, 19.1, 19.3, 22.2, 23, 24.1, 24.2, 24.4, 25.1, 25.2, 25.5, 25.6, 26(f), 27, 28, 29 and 30 substitute '*Board of Trustees*'

Delete Bye-law 2.3 and substitute:

2.3 *Voting Members are:*

(a) *Fellows;*

(b) *Full Members;*

(c) *Associate Members;*

(d) *Graduate Members;*

(e) *Apprentice Members;*

(f) *Part-time Student Members; and*

(g) *Such other classes of member as the Board of Trustees may from time to time determine.*

Delete Bye-law 2.4 and substitute:

2.4 *Non-Voting Members are:*

(a) *Honorary Fellows;*

(b) *Full-time Student Members; and*

(c) *Such other classes of member as the Board of Trustees may from time to time determine.*

In Bye-law 3.2 –

(a) delete 'Student member' and substitute '*Graduate Member, Apprentice Member and Student Member (including Full-time and Part-time Student Members)*'

(b) after 'in any manner whatsoever' insert ', *unless the Board of Trustees from time to time determines otherwise*'

In Bye-law 4.2, after 'and how Membership Applications shall be considered.' insert '*The Membership Board may establish a Membership Panel to consider Membership Applications and may delegate any of its functions to the Membership Panel.*'

In Bye-law 4.3, delete 'Council' and substitute '*Board of Trustees*'

In Bye-law 4.7 delete 'Membership Board' and substitute '*Institution*'

Insert a new Bye-law 4.8

'The Board of Trustees may in its absolute discretion admit senior industry representatives as Fellows.'

Re-number Bye-law 4.8 as Bye-law 4.9

In Bye-law 5.4, delete 'Membership Board' and substitute '*Institution*'

In Bye-law 7.2, delete 'six' and substitute '*three*'

In Bye-law 8.3 after 'require him', insert '*or her*'

In Bye-law 9.2 –

(a) delete '100' and substitute '*200*'

(b) delete '10%' and substitute '*20%*'

In Bye-law 10.1, delete 'ten' and substitute '*twenty*'

Delete 'chairman' wherever it occurs in Bye-laws 10.2, 10.4, 10.5, 10.6, 10.7, 10.8, 19.7 and substitute '*chair*'

In Bye-law 10.3 –

(a) delete 'Senior Vice-President present' and substitute '*the Vice-President or the Immediate Past President present in that order*'

(b) delete 'chairman' and substitute '*chair*' wherever it occurs

(c) delete ' and all Vice Presidents' and substitute ', *the Vice-President and the Immediate Past President*'

(d) delete 'an Executive Board Member' and substitute '*a Trustee*'

(e) delete 'Executive Board Members' and substitute '*Trustees*'

In Bye-law 10.10, delete 'the Secretary posting to the registered address of every Voting Member a copy of the resolution on which the poll was demanded together with a voting card' and substitute '*a postal and/or electronic vote conducted in accordance with Bye-law 11*'

Delete 'trustees' wherever it occurs in Bye-laws 12.2 and 12.3 and substitute '*Board of Trustees*'

Delete 'Executive Board Member' wherever it occurs in Bye-laws 12.3(d) 25.3 and 25.5 and substitute '*Trustee*'

Delete Bye-law 13 and substitute

The Council shall consist of:

- (a) *The President;*
- (b) *The Vice-President;*
- (c) *Those of the Past Presidents who have held office as President during the preceding three years, the most recent of whom to have served shall be known as the 'Immediate Past President';*
- (d) *The Chair;*
- (e) *The Honorary Treasurer;*
- (f) *Up to fourteen Ordinary Council Members elected in accordance with Bye-law 15;*
- (g) *Region and Nation Council Members elected by each Region and Nation in accordance with Bye-law 14; and*
- (h) *Up to twelve Nominated Council Members (nominated in accordance with Bye-law 17).*

In the heading to Bye-law 14 delete 'Branch' and substitute '*Region and Nation*'

In Bye-law 14.1 –

- (a) delete 'Branch' and substitute '*Region*'
- (b) delete 'the United Kingdom or Republic of Ireland' and substitute '*England*'
- (c) insert after 'for which they are elected.', '*Each Nation registered in the United Kingdom or the Republic of Ireland shall elect to Council up to two Voting Members who shall have a registered address in the Nation area for which they are elected.*'

In Bye-law 14.2 –

- (a) delete 'Branch Council' and substitute '*Region and Nation Council*'
- (b) delete 'eight' and substitute '*four*'
- (c) delete 'the Branch area' wherever it occurs and substitute '*the Region or Nation area*'

In Bye-law 14.3 –

- (a) delete 'Branch area' and substitute '*Region or Nation area*'
- (b) delete 'Branch Council Member' and substitute '*Region and Nation Council Member*'

In Bye-law 14.4 delete 'Branch Council Member' and substitute '*Region and Nation Council Member*'

In Bye-law 14.5 –

- (a) delete 'Branch Council Member' wherever it occurs and substitute '*Region and Nation Council Member*'
- (b) delete 'Branch area' and substitute '*Region or Nation area*'
- (c) delete 'relevant Branch' and substitute '*relevant Region or Nation*'

In Bye-law 14.6 delete 'Branch' and substitute '*Region or Nation*'

In Bye-law 15.1 delete 'eight' and substitute '*four*'

In Bye-law 15.2 delete 'Branch' and substitute '*Region and Nation*'

In the heading to Bye-law 16 delete 'Branch' and substitute '*Region and Nation*'

In Bye-law 16.3 after 'Electoral Reform Society' insert '*or equivalent*'

In Bye-law 16.4 –

(a) delete 'Branch' and substitute '*Region*'

(b) insert after 'largest number of votes.' '*Nation Council Members will be elected by Voting Members registered in the relevant Nation area who shall vote for two candidates only and any vacancies shall be filled by the candidates who shall receive the largest number of votes.*'

In Bye-law 16.6 –

(a) after 'Electoral Reform Society' insert 'or equivalent'

(b) delete 'two scrutineers' and substitute '*one scrutineer*'

(c) delete 'chairman' wherever it occurs and substitute '*chair*'

In Bye-law 17 –

(a) delete 'eight' and substitute '*twelve*'

(b) delete 'Voting' wherever it occurs

Delete 'Executive Board Members' wherever it occurs in Bye-laws 18(b), 25.2, 25.6 and 30.4 and substitute '*Trustees*'

In Bye-law 19.1, delete 'four' and substitute '*three*'

In Bye-law 19.3 –

(a) delete 'Branch Council Member' and substitute '*Region and Nation Council Member*'

(b) delete 'Officer'

In Bye-laws 19.4 and 19.5 insert '*or she*' after 'as he' wherever it occurs

Delete Bye-law 19.6 and substitute:

The President shall chair the meeting of the Council, or in his or her absence, the Vice-President or Immediate Past President, in that order, present shall chair the meeting. If neither the President, Vice-President nor Immediate Past President is present within fifteen minutes after the time appointed for holding the meeting, the Council Members present may elect one of their number to act as chair.

In Bye-law 20 delete 'Voting'

In Bye-law 21.1, delete 'Vice-Presidents' and substitute '*Vice President*'

In Bye-law 21.2, delete 'Branch' and substitute '*Region and Nation*'

In Bye-law 21.3, delete 'Vice-Presidents' and substitute '*Vice-President*'

In the heading to Bye-law 22 delete 'Executive Board' and substitute '*Board of Trustees*'

Delete Bye-law 22.1 and substitute

22.1 Subject to these Bye-laws, the Board of Trustees shall comprise:

(a) the holders of the following offices from time to time:

(1) President;

(2) Vice-President;

(3) Immediate Past President;

- (4) *Honorary Treasurer;*
- (5) *the Chair;*
- (b) *up to eight Council Members to be elected by the Council; and*
- (c) *up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine.*

Insert a new Bye-law 22.3

22.3 The Chair shall be a Voting Member elected by the Council for a term of two years, renewable once. If for any reason the office of Chair becomes vacant, the Council shall appoint any Voting Member as Chair for the unexpired period of the previous Chair's term.

In the heading to Bye-law 23 delete 'Executive Board' and substitute 'Board of Trustees'

In Bye-law 24.1 after 'management of the Institution', insert '*and may from time to time alter, add to or repeal such standing orders*'

In Bye-law 24.3 after 'standing orders' insert '*made by the Board of Trustees in accordance with Bye-law 24.1*'

In the heading to Bye-law 25 delete 'Executive Board' and substitute 'Board of Trustees'

In Bye-law 25.3 –

(a) delete 'President' and substitute '*Chair*'

(b) after 'as he' insert '*or she*'

Delete Bye-law 25.4 and substitute

25.4 The Chair, or in his or her absence, the President or Vice-President present shall preside as chair of meeting of the Board of Trustees, but in the case of the absence of the Chair, the President and the Vice-President, the Board of Trustees shall appoint from their number such person to chair a meeting as they think fit upon such terms as they shall determine from time to time.

In Bye-law 25.5 delete 'An' and substitute 'A'

In the heading to Bye-law 26 delete 'an Executive Board Member' and substitute '*a Trustee*'

In Bye-law 26 delete 'an Executive Board Member' and substitute '*a Trustee*'

In Bye-law 26(a) delete 'an Executive Board meeting' and substitute '*a meeting of the Board of Trustees*'

In Bye-law 26(c) delete 'Charities Act 1993' and substitute '*Charities Act 2011*'

In Bye-law 27.2 delete 'terms of reference' and substitute 'purpose'

In Bye-law 31.2 after 'upon him' insert '*or her*' wherever it occurs



At the Court at Buckingham Palace

The [INSERT] day of [INSERT] 200[X]

Present

**THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL**

Whereas there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the [INSERT] day of [INSERT] 200[X], in the words following, viz:

"Your Majesty having been pleased, by Your Order of the [INSERT] day of [INSERT] 200[X], to refer unto this Committee the Humble Petition of The Institution of Highways and Transportation, praying for the grant of a Charter of Incorporation in the name of 'The Chartered Institution of Highways and Transportation':

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

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

[INSERT NAME]

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these presents shall come, greeting!

WHEREAS The Institution of Highways and Transportation (**‘the Former Institution’**) being a company limited by guarantee with registered company number 252735 was formed in the year of our Lord 1930 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of the Former Institution and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of ‘The Chartered Institution of Highways and Transportation’ and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
2. In this Our Charter, unless the context otherwise requires:
 - 2.1 **‘the Institution’** shall mean The Chartered Institution of Highways and Transportation as hereby incorporated;
 - 2.2 **‘the Bye-laws’** shall mean the Bye-laws set out in the Second Schedule to this Our Charter as amended from time to time as hereinafter provided;
 - 2.3 **‘charitable purpose’** shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and **‘charitable’** shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;
 - 2.4 **‘the Council’** shall mean the Council of the Institution as from time to time constituted in accordance with the Bye-laws;

- 2.5 **‘Executive Board Member’** shall mean a member of the Executive Board and **‘the Executive Board’** shall mean all of the Executive Board Members or a duly convened meeting of the Executive Board. For the avoidance of doubt, the Executive Board Members are the charity trustees of the Institution;
- 2.6 **‘Financial Expert’** shall mean an individual, company or firm who is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000;
- 2.7 **‘material benefit’** shall mean a benefit (whether direct or indirect) which may or may not be financial but which has a monetary value; and
- 2.8 **‘member’** and **‘membership’** shall refer to membership of the Institution.
- 2.9 **‘Voting Member’** shall mean a voting member of the Institution in accordance with Bye-law 2.
- 2.10 **‘Recognised Professional Body’** shall mean an organisation that has been determined by the Institution to be an independent institute, institution, society or similar body in good financial standing, which has the purpose of developing or advancing the transport planning profession and has individual members who are:
- (a) governed by a code of conduct and disciplinary procedure; and
 - (b) required to undertake continuing professional development.
- 2.11 Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.
- 2.12 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
3. The objects for which the Institution is established (**‘the Objects’**) are:
- 3.1 to advance for the public benefit the science and art associated with highways and transportation in all their aspects; and
 - 3.2 to promote education, training, and research and development of the said science and art.
4. In furtherance of the Objects but not further or otherwise the Institution shall have the following powers:
- 4.1 to promote, carry out and/or fund research and to publish papers containing information of general interest resulting from such research or otherwise;

- 4.2 to promote the consideration and discussion of all questions affecting the disciplines engaged in highways and transportation in any part of the world; to promote economy, efficiency, excellence and co-operation in such disciplines or branches of disciplines;
- 4.3 to provide facilities for conferring with and ascertaining the views of persons engaged in the field of highways and transportation;
- 4.4 to disseminate information on all matters affecting highways and transportation; and to print, publish, issue and circulate such papers, periodicals, books, circulars, and other literary undertakings;
- 4.5 to establish and maintain a collection of literature, statistics, and information relating to highways and transportation and to compile, collect, publish, lend and sell, and endeavour to secure or contribute to the compilation, collection and publication by public authorities, or other bodies or persons, of any literature, statistics, and information relating to highways and transportation;
- 4.6 to educate and seek to improve, extend, and elevate the technical and general knowledge of persons engaged in, or about to engage in, disciplines associated with highways and transportation, or in any employment or profession otherwise connected with highways and transportation and to test by examination or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions;
- 4.7 to make trials or experiments in reference to any matters or processes in connection with the conduct and carrying on of highways and transportation and to provide for the delivery of lectures and the holding of classes;
- 4.8 to organise, supervise and deliver courses of instruction and training in disciplines associated with highways, transportation and related subjects; to conduct examinations in such subjects and to issue certificates, professional qualifications or diplomas to successful candidates;
- 4.9 to maintain and administer a Register of Transport Planning Professionals to which members of the Institution or members of a Recognised Professional Body holding the qualification known as the 'Transport Planning Professional' qualification may apply, and to confer on any registrant the entitlement to use the title 'Chartered Transport Planning Professional' and the post-nominal designation 'CTPP', provided that any individual entered on the Register will be required to abide by a code of professional conduct and undertake continuing professional development, and shall be subject to a disciplinary procedure in respect to any complaint made against them;

- 4.10 subject to paragraph 5 of this Our Charter, to retain, or from time to time employ, skilled professional or technical advisers in connection with or for the purposes of carrying into effect the Objects and to pay proper fees or remuneration for their services;
- 4.11 to promote the highest professional standards amongst those engaged in highways and transportation and to regulate the conduct of members of the Institution;
- 4.12 to enter into partnerships or into any arrangement for union of interests, or co-operation with any person, firm, association or company established for charitable purposes and carrying on or engaged in, or about to carry on or engage in, any work or transaction which this Institution is authorised to carry on or engage in, or which is calculated to promote the Objects;
- 4.13 to borrow money upon such terms and upon such securities as may be determined (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.14 to acquire or hire property of any kind;
- 4.15 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.16 to establish and support, or to aid in the establishment and support of, charitable associations or other institutions calculated to benefit members, employees, ex-members or ex-employees of the Institution or their dependants who are in need;
- 4.17 to arrange and promote the adoption of appropriate forms of contracts and other documents used in the disciplines engaged in highways and transportation, and to encourage and promote the settlement of disputes by conciliation or arbitration and to act as or nominate arbitrators and umpires and to assist in the formation, development and maintenance of boards of conciliation and arbitration;
- 4.18 to encourage the discovery of and investigate and make known the nature and merits of invention and processes which advance the science and art of highways and transportation;
- 4.19 to delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) the investment policy is set down in writing for the Financial Expert by the Executive Board;
 - (b) the performance of the investments is reviewed regularly with the Executive Board;
 - (c) the Executive Board is entitled to cancel the delegation arrangement at any time;

- (d) the investment policy and the delegation arrangement are reviewed by the Executive Board at least once a year;
 - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Executive Board on receipt; and
 - (f) the Financial Expert does not do anything outside the powers of the Executive Board;
- 4.20 to arrange for investments or other property of the Institution to be held in the name of a nominee under the control of the Executive Board or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.21 to dispose of the undertaking or property of the Institution or any part of it (or to merge or amalgamate with) any other organisation with which the Institution is authorised to join pursuant to paragraph 4.12, provided that such organisation shall prohibit the distribution of its income or property among its members to the same extent as such payments are restricted under this Our Charter;
- 4.22 to procure the Institution to be registered or recognised in any foreign country or place;
- 4.23 to insure the property of the Institution against any foreseeable risk and take out other insurance policies to protect the Institution when required;
- 4.24 to insure the Executive Board Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.25 to indemnify out of the assets of the Institution every Executive Board Member, other officer or auditor of the Institution in respect of any liabilities properly incurred in running the Institution, including the costs of a successful defence to criminal proceedings (to which indemnity such trustee, other officer or auditor of the Institution shall, in respect of the liabilities described, be entitled);
- 4.26 to establish subsidiary companies to assist or act as agents for the Institution;
- 4.27 to establish Branches of the Institution in the United Kingdom and overseas and to delegate to any such Branch any of the powers, authorities or discretions vested in the trustees;

- 4.28 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Institution from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
 - 4.29 to do any such other lawful things as are necessary for or are incidental or conducive to the furtherance of the Objects; and
 - 4.30 to do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, either alone or in conjunction with or through the medium of others.
5. The income and property of the Institution shall be applied solely towards the promotion of its Objects as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Institution, and no member of its Executive Board shall be appointed to any office of the Institution paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institution.
- Provided that nothing herein shall prevent the provision of goods or services to a member or Executive Board Member who is a beneficiary of the Institution in that capacity or the payment in good faith by the Institution:
- 5.1 of reasonable and proper remuneration to any member, officer or servant of the Institution not being an Executive Board Member for any services rendered to the Institution;
 - 5.2 of interest on money lent by any member or Executive Board Member at a reasonable rate;
 - 5.3 of reasonable rent or hiring fee to any member or Executive Board Member for property let or hired to the Institution;
 - 5.4 of any sum (or the transfer of any asset) to a member in accordance with paragraph 22 of this Our Charter where it is to be applied for charitable purposes.
6. An Executive Board Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institution except:
- 6.1 as mentioned in paragraphs 4.24, 4.25, 5.2, 5.3 or 7;
 - 6.2 reimbursement of reasonable out-of-pocket expenses (including but not limited to hotel and travel costs) actually incurred in running the Institution;

- 6.3 an indemnity in respect of any liabilities properly incurred in running the Institution (including the costs of a successful defence to criminal proceedings);
 - 6.4 payment to any company in which an Executive Board Member has no more than a 1 per cent shareholding;
 - 6.5 in exceptional cases, other payments or benefits (but only with the prior written approval of the Charity Commission).
- 7. Any Executive Board Member (or any firm or company of which an Executive Board Member is a member or employee) may enter into a contract with the Institution to supply goods or services in return for a payment or other material benefit but only if:
 - 7.1 the goods or services are actually required by the Institution;
 - 7.2 the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in paragraph 8 of this Our Charter;
 - 7.3 no more than one half of the Executive Board is subject to such a contract in any financial year.
- 8. Whenever an Executive Board Member has a personal interest in a matter to be discussed at a meeting of the Executive Board or a committee, the Executive Board Member concerned must:
 - 8.1 declare an interest as or before discussion begins on the matter;
 - 8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 8.3 not be counted in quorum for that part of the meeting; and
 - 8.4 withdraw during the vote and have no vote on the matter.
- 9. Paragraphs 5 to 8 (inclusive) of this Our Charter may not be amended without the prior written consent of the Charity Commission.
- 10. The Executive Board, constituted in accordance with the Bye-laws, shall have general control of the management and administration of the property of the Institution and the conduct of its affairs together with all such other powers and duties as may be conferred upon it by the Bye-laws or any regulations made thereunder.
- 11. There shall be a Council elected and appointed in accordance with the Bye-laws. The Council shall advise the Executive Board upon the strategic and professional direction of the Institution.

12. The Institution shall have a President and such other Executive Board Members as may be provided for in the Bye-laws.
13. The first Executive Board Members shall be the persons named in the First Schedule to this Our Charter. Subsequent Executive Board Members shall be appointed in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with the Bye-laws.
14. There shall be such classes of members of the Institution as the Bye-laws shall prescribe.
15. Meetings of the Executive Board, the Council and the members shall be convened and the proceedings thereat regulated in accordance with the Bye-laws.
16. The Bye-laws set forth in the Second Schedule to this Our Charter shall be the first Bye-laws of the Institution and may be revoked, amended or added to in the manner hereinafter provided.
17. The affairs of the Institution shall be managed and regulated in accordance with the Bye-laws, which shall remain in force until revoked, amended or added to as provided below. Any of the Bye-laws for the time being in force may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at an annual general meeting of the Institution or at an extraordinary general meeting specially convened for that purpose; **provided** that no such revocation, amendment or addition as aforesaid shall come into force until approved by Our Privy Council and a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence of such approval.
18. The Institution may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and voting at an annual general meeting or at an extraordinary general meeting convened for that purpose, and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter and to any Supplemental Charter granted to the Institution, as altered, amended or added to in the above manner.
19. Subject to the provisions of this Our Charter and the Bye-laws, the Executive Board may make such standing orders or other regulations as it considers necessary or desirable for the purpose of carrying out the Objects and shall specify when such standing orders or other regulations are to come into effect. Such standing orders or other regulations may revoke, amend or add to, the standing orders or other regulations from time to time in force.

20. The Bye-laws may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Bye-laws shall be prescribed or regulated by standing orders or other regulations or by decisions made by the Executive Board, provided that any such further standing orders or other regulations or decisions shall not be repugnant to the provisions of the Bye-laws or of this Our Charter.
21. In the event of a dispute between the Executive Board and a member that cannot otherwise be resolved under any of the provisions of this Our Charter and the Bye-laws, such dispute may be referred to the President by the Executive Board or the member concerned and the decision of the President shall be final.
22. It shall be lawful for the Institution at a general meeting by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at a general meeting duly convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institution in such manner as shall be directed by such extraordinary general meeting or in default of such direction as the Executive Board shall think expedient having due regard to the liabilities of the Institution for the time being. If, on the winding up or the dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members or any of them (save that it may be transferred to a member that is a charitable institution), but shall, subject to any special trusts affecting it, be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institution under or by virtue of paragraph 5 of this Our Charter, such institution or institutions to be determined by the Executive Board at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable purpose.
23. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institution and the promotion of its Objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULES

THE FIRST SCHEDULE

1. The first members of the Board shall be

President

[]

Vice-presidents

[]

and

[]

THE SECOND SCHEDULE

The Bye-laws

1. **In these Bye-laws:**

‘authorised representative’ shall mean an individual who is authorised by a Branch Council Member to act on their behalf at meetings of the Council and whose name has been given to the Secretary prior to any meeting;

‘Branch’ shall mean any Branch of the Institution for the time being established in accordance with paragraph 4.27 of the Charter and **‘Branches’** shall be construed accordingly;

‘Branch Council Members’ shall refer to members elected to Council by each Branch in accordance with Bye-law 14;

‘charitable purpose’ shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and **‘charitable’** shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;

‘the Charter’ shall mean the Charter granted to the Institution in [] as amended from time to time, whether by Supplemental Charter or otherwise;

‘clear days’ in relation to the period of a notice shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

‘the Code of Professional Conduct’ shall mean rules regulating the conduct of members established in accordance with Bye-law 6.2;

‘Council’ shall mean the Council of the Institution with the roles and responsibilities set out in Bye-law 13;

‘electronic communication’ shall mean the same as in the Electronic Communications Act 2000;

‘Executive Board Member’ shall mean a member of the Executive Board and **‘the Executive Board’** shall mean all of the Executive Board Members or a duly convened meeting of the Executive Board. For the avoidance of doubt, the Executive Board Members are the charity trustees of the Institution;

‘the Institution’ shall mean The [Chartered] Institution of Highways and Transportation;

‘member’ and **‘membership’** shall refer to membership of the Institution;

‘Membership Application’ shall mean an application for membership made in accordance with Bye-law 4.1;

‘Membership Board’ shall mean a committee of the Executive Board created in accordance with Bye-law 4.2 to deal with the issues concerning membership of the Institution;

‘Nominated Council Members’ shall refer to Council Members nominated in accordance with Bye-law 17;

‘Non-Voting Member’ shall mean a non-voting member of the Institution in accordance with Bye-law 2;

‘Ordinary Council Members’ shall refer to Council Members elected in accordance with Bye-law 15;

‘the Objects’ shall mean the Objects of the Institution as defined in paragraph 3 of the Charter;

‘Principal Office’ shall mean the principal office of the Institution;

‘the seal’ shall mean the common seal of the Institution;

‘Secretary’ shall mean the Chief Executive of the Institution ex officio;

‘Transfer Application’ shall mean a transfer application made in accordance with Bye-law 5

‘Voting Member’ shall mean a voting member of the Institution in accordance with Bye-law 2; and

‘in writing’ shall mean written or printed or otherwise visually reproduced in words.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

2. Membership

2.1 Membership shall be divided into Voting Members and Non-Voting Members.

2.2 The Executive Board may in its absolute discretion determine from time to time the requirements for appointment to, and the rights attaching to, each class of membership.

2.3 Voting Members are:

- (a) Fellows;
- (b) Full Members; and
- (c) Such other classes of member as the Executive Board may from time to time determine.

2.4 Non-Voting Members are:

- (a) Honorary Fellows;
- (b) Associate Members;
- (c) Student Members; and
- (d) Such other classes of member as the Executive Board may from time to time determine.

3. Designations

3.1 Any Honorary Fellow, Fellow, Full Member or Associate Member may use after their name the designation appropriate to their class of membership in accordance with the following abbreviated forms, namely:

Honorary Fellow	Hon FCIHT
Fellow	FCIHT
Full Member	MCIHT
Associate Member	AMCIHT

- 3.2 A Student Member may be described as such but may not use an abbreviation of the title, or any initials or make use of the description in any manner whatsoever.

4. Admission of members

- 4.1 Any individual (or organisation) who is interested in promoting the Objects may submit an application for admission to a class of membership of the Institution.
- 4.2 The Executive Board shall appoint a Membership Board to consider Membership Applications and shall prescribe standing orders from time to time setting out how the Membership Board shall operate and how Membership Applications shall be considered.
- 4.3 Membership Applications shall be submitted to the Secretary (or such other person as the Council may from time to time decide) in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under the standing orders.
- 4.4 Membership Applications for admission as a Fellow, Full Member or Associate Member must be signed by at least two Voting Members who have personal knowledge of the applicant unless the Membership Board, in its absolute discretion, considers that a particular application may be considered even though it is not so signed.
- 4.5 Applicants for admission as a Fellow, Full Member or Associate Member may be asked to attend an interview and/or produce evidence relating to their professional knowledge.
- 4.6 The Membership Board may, in its absolute discretion, refuse to admit any person to any class of membership whether he or she fulfils the requirements for that class or not. The Membership Board shall not be required to give a reason for its decision.
- 4.7 After a Membership Application has been considered the Membership Board shall send the applicant a letter informing them whether the Membership Application has been successful and the applicant shall be admitted and shall be granted any certificate of membership applicable to the class of membership to which they are admitted.
- 4.8 The Council may in its absolute discretion admit persons of eminence or distinction as Honorary Fellows.

5. Transfer between classes of membership

- 5.1 A member of any class of membership may submit an application for transfer to any other class of membership and such Transfer Application shall be in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under standing orders.

- 5.2 The Membership Board shall consider Transfer Applications in accordance with standing orders prepared by the Executive Board from time to time.
- 5.3 The Membership Board may, in its absolute discretion, reject a Transfer Application whether the applicant fulfils the requirements for that class of membership or not. The Membership Board shall not be required to give a reason for its decision.
- 5.4 After a Transfer Application has been considered the Membership Board shall send the member a letter informing them whether the Transfer Application has been successful and the member shall be admitted to the new class of membership and shall be granted any certificate of membership applicable to that class.

6. Code of Professional Conduct

- 6.1 Every member shall at all times exercise their professional skill and judgement to the best of their ability and discharge any professional responsibilities with integrity and safeguard the public interest in matters of safety, health and otherwise pertaining to their work or other involvement in highways and transportation.
- 6.2 The Executive Board shall establish rules for regulating the conduct of members of the various classes of membership to be known as 'the Code of Professional Conduct' and may alter or vary the same from time to time.
- 6.3 The Code of Professional Conduct shall set out the disciplinary procedure to be followed in the event of an allegation of misconduct.

7. Subscriptions and fees

- 7.1 The Executive Board shall set the annual subscriptions and other fees payable by members to the Institution and publish them in such a manner as it sees fit.
- 7.2 The membership of any member whose subscription is six months or more in arrears may, at the absolute discretion of the Executive Board, be terminated. The membership of any such person may, at the absolute discretion of the Executive Board, be reinstated upon application to the Executive Board and payment of such arrears of subscription and any other reasonable charges.
- 7.3 The Chief Executive may at all times in cases of ill-health, retirement from active practice, advanced age or the performance of service in the Defence Forces or other duties to the State, in acknowledgement of any service to the Institution and in such other cases as they may think fit, waive, suspend, extend the time for payment of, or reduce the amount of any subscription, fee or other sum payable by any member to the Institution.

8. Resignation

- 8.1 Any member who wishes to resign shall submit notice in writing to the Secretary.
- 8.2 Any member who resigns shall be required to pay any sums due to the Institution. The Membership Board may require the resigning member to return any certificate issued to them.
- 8.3 If a member resigns after the first day of December in any year the Membership Board may, at its absolute discretion, require him to pay such subscription as he or she would have been required to pay had he or she continued to be a member in the following year.

9. General meetings

- 9.1 The Institution may hold an annual general meeting in any year in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Executive Board determines.
- 9.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Executive Board may call an extraordinary general meeting whenever they think fit. Extraordinary general meetings shall be convened on such requisition or may be convened upon the written requisition of the lesser of 10% of or 100 Voting Members at the date of the written requisition. Such members' written requisition shall specify the object of the desired meeting, shall be signed by the requisitionists and deposited at the Principal Office. The Secretary shall within seven days after receipt of such members' written requisition convene an extraordinary general meeting in accordance with this Bye-law 9.2.
- 9.3 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice.
- 9.4 The notice shall be given to all the Voting Members of the Institution and to the auditors of the Institution.
- 9.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

10. Proceedings at general meetings

- 10.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum is ten Voting Members present in person or by proxy.

- 10.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the chairman may, if he or she thinks fit, permit the reading and discussion of any paper but not any other business and, subject to that, the meeting shall stand adjourned to the same day in the next week at the same place or to such time and place as the chairman may determine. If at the reconvened meeting a quorum is not present within half an hour after the time appointed for the meeting the Voting Members present shall be a quorum.
- 10.3 The President, or, in his or her absence, the Senior Vice-President present, shall preside as chairman at every general meeting of the Institution, but in the case of the absence of the President and all Vice-Presidents, the Voting Members present shall elect an Executive Board Member or, in the absence of any Executive Board Members, one of their own number, to be chairman of the meeting.
- 10.4 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.
- 10.5 Save as otherwise provided in these Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a poll is duly demanded by the chairman or by at least five Voting Members present in person or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against the resolution.
- 10.6 Except as provided in these Bye-laws, if a poll is duly demanded it shall be taken in such manner as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.7 In the case of an equality of votes, whether on a show of hands or on a poll (whether then taken at the meeting or otherwise pursuant to these Bye-laws) the chairman of the meeting at which the show of hands takes place or the poll is demanded, shall be entitled to a second or casting vote.
- 10.8 A poll demanded on the election of a chairman, or on a question of adjournment shall be taken immediately.

- 10.9 The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded and the demand for a poll may be withdrawn at any time before the next business is proceeded with.
- 10.10 On a show of hands or on a poll conducted at the meeting at which it is demanded, every Voting Member shall have one vote. On any other poll every Voting Member shall have one vote and such poll shall be taken by the Secretary posting to the registered address of every Voting Member a copy of the resolution on which the poll was demanded together with a voting card.

11. Postal and electronic votes

In the event of the Executive Board deeming it desirable that the views of all Voting Members be sought in relation to any resolution, whether or not it is proposed at a general meeting, they may require a postal and/or electronic vote to be conducted. A postal and/or electronic vote may be held in such a manner as the Executive Board shall see fit, provided that notice of the postal and/or electronic vote shall be sent (whether by post, electronically or otherwise) to every Voting Member and provided that this notice shall specify the date by which a Voting Member must submit his or her vote and provided that this date shall be at least 14 clear days after the notice is delivered to the Voting Member. The votes for and against a resolution shall be counted after the date specified and shall have effect as if they were cast at a meeting of the Voting Members.

12. Proxies and representatives

- 12.1 Votes taken by a poll or show of hands may be cast either personally or by proxy.
- 12.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in a form approved by the trustees.
- 12.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may:
- (a) in the case of an instrument in writing be deposited at the Principal Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the instrument proposes to vote;
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:

- i. in the notice convening the meeting;
- ii. in the instrument of proxy sent out by the Institution in relation to the meeting, or
- iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, or deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Executive Board Member;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 12.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institution at the Principal Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or reconvened meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or reconvened meeting) the time appointed for taking the poll.

13. **The Council**

The Council shall consist of:

- (a) The President;
- (b) Four Vice-Presidents or such lesser number as the Council shall determine;
- (c) Those of the Past Presidents who have held office as President during the preceding three years;

- (d) The Honorary Treasurer;
- (e) Up to twelve Ordinary Council Members elected in accordance with Bye-law 15;
- (f) Branch Council Members elected by each Branch in accordance with Bye-law 14; and
- (g) Up to eight Nominated Council Members (nominated in accordance with Bye-law 17).

14. Nomination of Branch Council Members

- 14.1 Each Branch registered in the United Kingdom or the Republic of Ireland shall elect to Council one Voting Member who shall have a registered address in the Branch area for which they are elected.
- 14.2 Candidates for Branch Council Membership shall be nominated in writing (which may include electronic communication) by not fewer than eight Voting Members who have a registered address in the Branch area in which the election is to take place. The names of the people so nominated shall be set out on balloting lists that shall be sent out to all Voting Members who have a registered address in the Branch area in which the election is to take place. Balloting lists may be sent by post or by electronic communication.
- 14.3 All Voting Members registered in the relevant Branch area shall be eligible to vote for the relevant Branch Council Member.
- 14.4 A Branch Council Member so elected shall (subject to Bye-law 14.5) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to Bye-law 14.5) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 14.5 If a Branch Council Member so elected to the Council resigns or ceases to reside in the Branch area or is otherwise ineligible to continue as a member of the Council, the resulting vacancy shall be filled by the relevant Branch either by appointing the person with the next highest number of votes in the ballot for such Branch Council Member held pursuant to Bye-law 14 or, by adopting such other method of appointing a replacement as it deems fit. Such appointee shall hold office for the unexpired term of office of the Branch Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.
- 14.6 Any Branch outside the United Kingdom and Republic of Ireland shall be entitled to appoint from time to time (in such a manner as they shall see fit) one Voting Member who

has a registered address in the Branch area to attend and vote at a meeting of the Council as the representative of that Branch.

15. Nomination of Ordinary Council Members

- 15.1 Candidates for Ordinary Council Membership of the Council shall be nominated in writing either by the Council or by at least eight Voting Members.
- 15.2 In any one year, a candidate may not stand in both Ordinary Council Member and Branch Council Member elections.
- 15.3 The names of the people so nominated shall be set out on balloting papers that shall be sent out to all Voting Members.

16. Procedure for election of Branch and Ordinary Council Members

- 16.1 Balloting papers prepared in accordance with Bye-laws 14 and 15 shall be sent at least **nineteen** clear days before the annual general meeting at which the results of the elections will be announced.
- 16.2 Balloting papers must be delivered to the Secretary at least 5 clear days before the annual general meeting at which the results of the elections will be announced. Balloting papers delivered after this date shall not be counted except in exceptional circumstances at the discretion of the Secretary.
- 16.3 Ordinary Council Members will be elected by Voting Members using the single transferable vote method according to the rules of the Electoral Reform Society from time to time.
- 16.4 Branch Council Members will be elected by Voting Members registered in the relevant Branch area who shall vote for one candidate only and any vacancy shall be filled by the candidate who shall receive the largest number of votes.
- 16.5 Any balloting list marked in any way otherwise than for the purpose of recording votes in the manner prescribed in these Bye-laws shall be void.
- 16.6 The balloting lists shall, prior to the commencement of each annual general meeting, be handed over by the Secretary to the Electoral Reform Society or to at least two scrutineers appointed for that purpose by the Council, and the responsible person shall notify the results of the ballots to the Secretary for reporting to the meeting. The chairman shall announce the results of the ballots to the meeting, and such announcement shall, subject to any manifest error, be conclusive, and no discussion of it shall be permitted by the chairman. In the case of a tie, the successful candidate shall be determined by lot to be drawn as the chairman may direct.

16.7 An Ordinary Council Member shall (subject to these Bye-laws) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to these Bye-laws) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.

16.8 In the event of an Ordinary Council Member resigning or otherwise ceasing to be an Ordinary Council Member, the resulting vacancy shall be filled by the Council either by appointing the person (not otherwise being a member of the Council) with the next highest number of votes in such ballot or by adopting such other method of appointing a replacement as it deems fit. The appointee shall hold office for the unexpired term of office of the Ordinary Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

17. **Appointment of Nominated Council Members**

The Council shall appoint up to eight Voting Members to be Nominated Council Members referred to in Bye-law 13(g) and shall from time to time fill any casual vacancy among the said Nominated Council Members by appointing another Voting Member as a Nominated Council Member. Nominated Council Members shall serve for one year at a time and shall be eligible for reappointment but the total period of service as a Nominated Council Member must not exceed six years whether consecutively or in aggregate.

18. **Powers of the Council**

The Council shall:

- (a) determine the strategic and professional direction of the Institution;
- (b) elect and remove Executive Board Members in accordance with the provisions in these Bye-laws; and
- (c) operate within standing orders prescribed by the Executive Board from time to time.

19. **Proceedings of the Council**

19.1 The minimum number of Council meetings to be held each year shall be determined from time to time by the Executive Board and unless otherwise determined the minimum number of meetings to be held in a year shall be four. The Council may adjourn and otherwise regulate meetings as it thinks fit. At the request of the Executive Board or one third of Council Members, the Secretary shall at any time call a special meeting of the Council.

- 19.2 The quorum for meetings of the Council shall be one-third of the Council Members or the number nearest to one-third.
- 19.3 A Branch Council Member may appoint an authorised representative to attend a Council Meeting in his or her place provided that no person shall be appointed without the consent of the Chief Executive Officer, or such other person as the Executive Board may appoint and provided that the name of the authorised representative shall be given to the Secretary before the beginning of the Council Meeting. An authorised representative of a Branch Council Member shall be counted in the quorum.
- 19.4 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he may appoint, any Council Member may participate in a meeting via telephone or such other means of communication enabling all persons participating in the meeting to speak to and hear each other.
- 19.5 Council Members may submit to the President written comments on issues to be discussed at the Council Meeting. Such comments shall be reviewed by the President, or such other person as he may appoint. Such comments, or a summary of or extract from them, may, at the discretion of the President, or such other person as he may appoint, be distributed to the Council Members or read out at the Council meeting.
- 19.6 The President shall chair the meeting of the Council, or in his or her absence, the senior Vice-President present shall chair the meeting. If neither the President nor a Vice-President is present within fifteen minutes after the time appointed for holding the meeting, the Council Members present may elect one of their number to act as chair.
- 19.7 Each Council Member shall have one vote in respect of proposals arising at a meeting of the Council. Subject to the provisions of these Bye-laws, questions arising at any meeting shall be decided by simple majority vote. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

20. Disqualification and removal of Council Members

A person shall cease to be a Council Member if he or she:

- (a) ceases for any reason to be a Voting Member;
- (b) resigns his or her office by notice in writing to the Secretary;
- (c) is absent without good reason for three consecutive meetings of the Council;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (f) ceases to hold office by reason of any resolution duly passed by more than fifty per cent of the Council Members present in person or by authorised representative.

21. Officers of the Institution

- 21.1 The President, Vice-Presidents and Honorary Treasurer of the Institution shall be Voting Members nominated annually by the Council for approval by the Voting Members at the annual general meeting.
- 21.2 If any vacancy in the offices of President, Vice-President or Honorary Treasurer or among Ordinary Council Members or Branch Council Members shall for any reason remain unfilled for a period of eight weeks, it shall be deemed a casual vacancy.
- 21.3 The Council shall have power at any time to fill a casual vacancy in the offices of President, Vice-Presidents or Honorary Treasurer. Any member so appointed shall hold office until the conclusion of the next annual general meeting.

22. Executive Board

- 22.1 Subject to these Bye-laws, the Executive Board shall comprise:
 - (a) the holders of the following offices from time to time:
 - (1) President;
 - (2) Vice-Presidents;
 - (3) Immediate Past President;
 - (4) Honorary Treasurer; and
 - (5) up to eight Council Members to be elected by the Council.
- 22.2 The Secretary shall be entitled to attend and speak at any meeting of the Executive Board provided that the Secretary shall withdraw from the meeting where the Executive Board wishes to discuss a personnel issue which relates to the Secretary.

23. Powers of the Executive Board

Subject to the provisions of the Charter, these Bye-laws and any standing orders the business of the Institution shall be managed by the Executive Board who may exercise all the powers of the

Institution. No alteration of the Charter or Bye-laws shall invalidate any prior act of the Executive Board which would have been valid if that alteration had not been made.

24. Standing orders

24.1 The Executive Board may from time to time make such reasonable and proper rules to be known as standing orders as they may deem necessary or expedient for the proper conduct and management of the Institution.

24.2 The standing orders may regulate the following matters but are not restricted to them:

- (a) the admission of members and the rights and privileges of such members;
- (b) the conduct of the Council and the conduct of the members of the Institution;
- (c) the procedure at general meetings, meetings of the Executive Board, committee meetings and meetings of the Council in so far as such procedure is not regulated by these Bye-laws; and
- (d) generally, all such matters as are commonly the subject matter of standing orders.

24.3 The Institution in general meeting has the power to alter, add to or repeal the standing orders.

24.4 The Executive Board must adopt such means as they think sufficient to bring the standing orders to the notice of members.

24.5 The standing orders shall be binding on all members. No standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

25. Proceedings of the Executive Board

25.1 The Executive Board shall meet as required and normally not less than five times a year. Subject to these Bye-laws, the Executive Board may adjourn and otherwise regulate meetings as they think fit.

25.2 The quorum for meetings of the Executive Board shall be one half of the Executive Board Members or such other number as the Executive Board shall by resolution determine.

25.3 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he may appoint, any Executive Board Member may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other.

- 25.4 The President, or in his or her absence, the senior Vice-President present shall preside as chairman of Executive Board' meetings, but in the case of the absence of the President and all Vice-Presidents, the Executive Board shall appoint from their number such person to chair a meeting as they think fit upon such terms as they shall determine from time to time.
- 25.5 Each Executive Board Member shall have one vote in respect of questions arising at a meeting of the Executive Board. All business of the Executive Board shall be passed by a majority vote unless otherwise provide in these Bye-laws. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. An Executive Board Member shall not vote in respect of any contract or matter in which he or she has declared an interest or on any matter arising from it.
- 25.6 A resolution in writing signed by all the Executive Board Members shall be as valid and effectual as if it had been passed at a meeting of the Executive Board. Any such resolution may consist of several documents in the like form, each signed by one or more Executive Board Members.

26. **Disqualification and removal of an Executive Board Member**

A person shall cease to be an Executive Board Member if he or she:

- (a) is directly or indirectly interested in any contract or matter with the Institution and fails to declare the nature of that interest at an Executive Board meeting at which the question of entering into the contract is first considered or at the next such meeting held after he or she becomes interested in the contract or matter if later;
- (b) holds any office in the Institution entitling him or her to profit or remuneration;
- (c) is disqualified from being a charity trustee under the Charities Act 1993;
- (d) is removed by a resolution duly passed by a majority of not less than seventy five per cent of the Council Members;
- (e) resigns his or her office by notice in writing to the Secretary;
- (f) is absent without good reason from three consecutive meetings of the Executive Board;
- (g) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (h) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

27. Committees

27.1 The Executive Board may delegate any of their powers to committees, which may be given such names as the Executive Board shall see fit. There shall be such committees and sub-committees as the Executive Board may from time to time determine.

27.2 The name, membership and terms of reference of each committee and the manner in which committee meetings are conducted shall be set out in standing orders determined from time to time by the Executive Board. Every committee shall, in the exercise of the powers so delegated by the Executive Board, conform to any restrictions that may be imposed in such standing orders.

28. Seal

The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Executive Board, or duly authorised committee, and shall be signed by any two authorised signatories designated as such by resolution of the Executive Board provided that such authorised signatories shall include all Executive Board Members and the Chief Executive.

29. Accounts

29.1 The Executive Board shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipt and expenditure take place;
- (b) all sales and purchase of goods by the Institution; and
- (c) the assets and liabilities of the Institution.

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

29.3 The books of account shall be kept at the Principal Office of the Institution or at such other place or places in the United Kingdom as the trustees shall determine.

29.4 In every year, the Executive Board shall lay before the Institution an income and expenditure account for the period since the last preceding accounts made up to date not more than nine months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Executive Board Members and of the auditors of the Institution.

30. **Notices**

- 30.1 Any notice pursuant to the Bye-laws (which shall include all communications and enclosures of whatever nature) may be served by the Institution upon any member entitled to receive such notice, either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address as appearing in the register of members. Any notice, if served by first class post to any address within the United Kingdom, shall be deemed to have been delivered on the second day after the day of posting or, if sent by second class post, on the third day after the day of posting. Any notice to any address outside of the United Kingdom shall be deemed to have been delivered seven days after the day of posting. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether or not that letter was actually delivered to the addressee.
- 30.2 Any member described in the Institution's register of members by an address not within the United Kingdom, the Isle of Man or the Channel Islands who shall from time to time give the Institution an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him, shall be entitled to have notices served upon him at such address. Save as aforesaid, only those members who are described in the register of members by an address within those areas shall be entitled to receive any notice from the Institution.

31. **Dissolution**

The provisions of the Charter relating to dissolution of the Institution take effect as though repeated here.



Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these presents shall come, greeting!

WHEREAS The Institution of Highways and Transportation (**'the Former Institution'**) being a company limited by guarantee with registered company number 252735 was formed in the year of our Lord 1930 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE KNOW YE THAT WE, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of the Former Institution and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of 'The Chartered Institution of Highways and Transportation' and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
2. In this Our Charter, unless the context otherwise requires:
 - 2.1 **'the Institution'** shall mean The Chartered Institution of Highways and Transportation as hereby incorporated;
 - 2.2 **'the Bye-laws'** shall mean the Bye-laws set out in the Second Schedule to this Our Charter as amended from time to time as hereinafter provided;
 - 2.3 **'charitable purpose'** shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and **'charitable'** shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;

- 2.4 **‘the Council’** shall mean the Council of the Institution as from time to time constituted in accordance with the Bye-laws;
- 2.5 **‘Trustee’** shall mean a trustee of the Institution and **‘the Board of Trustees’** shall mean all of the Trustees or a duly convened meeting of the Board of Trustees. For the avoidance of doubt, the Trustees are the charity trustees of the Institution;
- 2.6 **‘Financial Expert’** shall mean an individual, company or firm who is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000;
- 2.7 **‘material benefit’** shall mean a benefit (whether direct or indirect) which may or may not be financial but which has a monetary value;
- 2.8 **‘member’** and **‘membership’** shall refer to membership of the Institution;
- 2.9 **‘Voting Member’** shall mean a voting member of the Institution in accordance with Bye-law 2; and
- 2.10 **‘Recognised Professional Body’** shall mean an organisation that has been determined by the Institution to be an independent institute, institution, society or similar body in good financial standing, which has the purpose of developing or advancing the transport planning profession and has individual members who are:
- (a) governed by a code of conduct and disciplinary procedure; and
 - (b) required to undertake continuing professional development.
- 2.11 Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.
- 2.12 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
3. The objects for which the Institution is established (**‘the Objects’**) are:
- 3.1 to advance for the public benefit the science and art associated with highways and transportation in all their aspects; and
 - 3.2 to promote education, training, and research and development of the said science and art.
4. In furtherance of the Objects but not further or otherwise the Institution shall have the following powers:

- 4.1 to promote, carry out and/or fund research and to publish papers containing information of general interest resulting from such research or otherwise;
- 4.2 to promote the consideration and discussion of all questions affecting the disciplines engaged in highways and transportation in any part of the world; to promote economy, efficiency, excellence and co-operation in such disciplines or branches of disciplines;
- 4.3 to provide facilities for conferring with and ascertaining the views of persons engaged in the field of highways and transportation;
- 4.4 to disseminate information on all matters affecting highways and transportation; and to print, publish, issue and circulate such papers, periodicals, books, circulars, and other literary undertakings;
- 4.5 to establish and maintain a collection of literature, statistics, and information relating to highways and transportation and to compile, collect, publish, lend and sell, and endeavour to secure or contribute to the compilation, collection and publication by public authorities, or other bodies or persons, of any literature, statistics, and information relating to highways and transportation;
- 4.6 to educate and seek to improve, extend, and elevate the technical and general knowledge of persons engaged in, or about to engage in, disciplines associated with highways and transportation, or in any employment or profession otherwise connected with highways and transportation and to test by examination or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions;
- 4.7 to make trials or experiments in reference to any matters or processes in connection with the conduct and carrying on of highways and transportation and to provide for the delivery of lectures and the holding of classes;
- 4.8 to organise, supervise and deliver courses of instruction and training in disciplines associated with highways, transportation and related subjects; to conduct examinations in such subjects and to issue certificates, professional qualifications or diplomas to successful candidates;
- 4.9 to maintain and administer a Register of Transport Planning Professionals to which members of the Institution or members of a Recognised Professional Body holding the qualification known as the 'Transport Planning Professional' qualification may apply, and to confer on any registrant the entitlement to use the title 'Chartered Transport Planning Professional' and the post-nominal designation 'CTPP', provided that any individual entered on the Register will be required to abide by a code of professional conduct and

undertake continuing professional development, and shall be subject to a disciplinary procedure in respect to any complaint made against them;

- 4.10 subject to paragraph 5 of this Our Charter, to retain, or from time to time employ, skilled professional or technical advisers in connection with or for the purposes of carrying into effect the Objects and to pay proper fees or remuneration for their services;
- 4.11 to promote the highest professional standards amongst those engaged in highways and transportation and to regulate the conduct of members of the Institution;
- 4.12 to enter into partnerships or into any arrangement for union of interests, or co-operation with any person, firm, association or company established for charitable purposes and carrying on or engaged in, or about to carry on or engage in, any work or transaction which this Institution is authorised to carry on or engage in, or which is calculated to promote the Objects;
- 4.13 to borrow money upon such terms and upon such securities as may be determined (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.14 to acquire or hire property of any kind;
- 4.15 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.16 to establish and support, or to aid in the establishment and support of, charitable associations or other institutions calculated to benefit members, employees, ex-members or ex-employees of the Institution or their dependants who are in need;
- 4.17 to arrange and promote the adoption of appropriate forms of contracts and other documents used in the disciplines engaged in highways and transportation, and to encourage and promote the settlement of disputes by conciliation or arbitration and to act as or nominate arbitrators and umpires and to assist in the formation, development and maintenance of boards of conciliation and arbitration;
- 4.18 to encourage the discovery of and investigate and make known the nature and merits of invention and processes which advance the science and art of highways and transportation;
- 4.19 to delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) the investment policy is set down in writing for the Financial Expert by the Board of Trustees;

- (b) the performance of the investments is reviewed regularly with the Board of Trustees;
 - (c) the Board of Trustees is entitled to cancel the delegation arrangement at any time;
 - (d) the investment policy and the delegation arrangement are reviewed by the Board of Trustees at least once a year;
 - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
 - (f) the Financial Expert does not do anything outside the powers of the Board of Trustees;
- 4.20 to arrange for investments or other property of the Institution to be held in the name of a nominee under the control of the Board of Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.21 to dispose of the undertaking or property of the Institution or any part of it (or to merge or amalgamate with) any other organisation with which the Institution is authorised to join pursuant to paragraph 4.12, provided that such organisation shall prohibit the distribution of its income or property among its members to the same extent as such payments are restricted under this Our Charter;
- 4.22 to procure the Institution to be registered or recognised in any foreign country or place;
- 4.23 to insure the property of the Institution against any foreseeable risk and take out other insurance policies to protect the Institution when required;
- 4.24 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.25 to indemnify out of the assets of the Institution every Trustee or any other officer of the Institution in respect of any liabilities properly incurred in running the Institution, including the costs of a successful defence to criminal proceedings (to which indemnity such trustee or other officer of the Institution shall, in respect of the liabilities described, be entitled);
- 4.26 to establish subsidiary companies to assist or act as agents for the Institution;

- 4.27 to establish Regions and Nations of the Institution in the United Kingdom and overseas and to delegate to any such Region or Nation any of the powers, authorities or discretions vested in the trustees;
 - 4.28 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Institution from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
 - 4.29 to do any such other lawful things as are necessary for or are incidental or conducive to the furtherance of the Objects; and
 - 4.30 to do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, either alone or in conjunction with or through the medium of others.
5. The income and property of the Institution shall be applied solely towards the promotion of its Objects as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Institution, and no member of its Board of Trustees shall be appointed to any office of the Institution paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institution.
- Provided that nothing herein shall prevent the provision of goods or services to a member or Trustee who is a beneficiary of the Institution in that capacity or the payment in good faith by the Institution:
- 5.1 of reasonable and proper remuneration to any member, officer or servant of the Institution not being a Trustee for any services rendered to the Institution;
 - 5.2 of interest on money lent by any member or Trustee at a reasonable rate;
 - 5.3 of reasonable rent or hiring fee to any member or Trustee for property let or hired to the Institution;
 - 5.4 of any sum (or the transfer of any asset) to a member in accordance with paragraph 22 of this Our Charter where it is to be applied for charitable purposes.
6. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institution except:
- 6.1 as mentioned in paragraphs 4.24, 4.25, 5.2, 5.3 or 7;
 - 6.2 reimbursement of reasonable out-of-pocket expenses (including but not limited to hotel and travel costs) actually incurred in running the Institution;

- 6.3 an indemnity in respect of any liabilities properly incurred in running the Institution (including the costs of a successful defence to criminal proceedings);
 - 6.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - 6.5 in exceptional cases, other payments or benefits (but only with the prior written approval of the Charity Commission).
- 7. Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Institution to supply goods or services in return for a payment or other material benefit but only if:
 - 7.1 the goods or services are actually required by the Institution;
 - 7.2 the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in paragraph 8 of this Our Charter;
 - 7.3 no more than one half of the Board of Trustees is subject to such a contract in any financial year.
- 8. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Board of Trustees or a committee, the Trustee concerned must:
 - 8.1 declare an interest as or before discussion begins on the matter;
 - 8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 8.3 not be counted in quorum for that part of the meeting; and
 - 8.4 withdraw during the vote and have no vote on the matter.
- 9. Paragraphs 3 and 5 to 8 (inclusive) of this Our Charter may not be amended without the prior written consent of the Charity Commission.
- 10. The Board of Trustees, constituted in accordance with the Bye-laws, shall have general control of the management and administration of the property of the Institution and the conduct of its affairs together with all such other powers and duties as may be conferred upon it by the Bye-laws or any regulations made thereunder.
- 11. There shall be a Council elected and appointed in accordance with the Bye-laws. The Council shall advise the Board of Trustees upon the strategic and professional direction of the Institution.

12. The Institution shall have a President, a Chair of the Board of Trustees and such other Trustees as may be provided for in the Bye-laws.
13. The first Trustees shall be the persons named in the First Schedule to this Our Charter. Subsequent Trustees shall be appointed in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with the Bye-laws.
14. There shall be such classes of members of the Institution as the Bye-laws shall prescribe.
15. Meetings of the Board of Trustees, the Council and the members shall be convened and the proceedings thereat regulated in accordance with the Bye-laws.
16. The Bye-laws set forth in the Second Schedule to this Our Charter shall be the first Bye-laws of the Institution and may be revoked, amended or added to in the manner hereinafter provided.
17. The affairs of the Institution shall be managed and regulated in accordance with the Bye-laws, which shall remain in force until revoked, amended or added to as provided below. Any of the Bye-laws for the time being in force may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at an annual general meeting of the Institution or at an extraordinary general meeting specially convened for that purpose; **provided** that no such revocation, amendment or addition as aforesaid shall come into force until approved by Our Privy Council and a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence of such approval.
18. The Institution may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and voting at an annual general meeting or at an extraordinary general meeting convened for that purpose, and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter and to any Supplemental Charter granted to the Institution, as altered, amended or added to in the above manner.
19. Subject to the provisions of this Our Charter and the Bye-laws, the Board of Trustees may make such standing orders or other regulations as it considers necessary or desirable for the purpose of carrying out the Objects and shall specify when such standing orders or other regulations are to come into effect. Such standing orders or other regulations may revoke, amend or add to, the standing orders or other regulations from time to time in force.
20. The Bye-laws may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Bye-laws shall be prescribed or regulated by standing orders or

other regulations or by decisions made by the Board of Trustees, provided that any such further standing orders or other regulations or decisions shall not be repugnant to the provisions of the Bye-laws or of this Our Charter.

21. In the event of a dispute between the Board of Trustees and a member that cannot otherwise be resolved under any of the provisions of this Our Charter and the Bye-laws, such dispute may be referred to the Chair of the Board of Trustees by the Board of Trustees or the member concerned and the decision of the Chair of the Board of Trustees shall be final.
22. It shall be lawful for the Institution at a general meeting by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at a general meeting duly convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institution in such manner as shall be directed by such extraordinary general meeting or in default of such direction as the Board of Trustees shall think expedient having due regard to the liabilities of the Institution for the time being. If, on the winding up or the dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members or any of them (save that it may be transferred to a member that is a charitable institution), but shall, subject to any special trusts affecting it, be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institution under or by virtue of paragraph 5 of this Our Charter, such institution or institutions to be determined by the Board of Trustees at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable purpose.
23. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institution and the promotion of its Objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULES

THE FIRST SCHEDULE

1. The first members of the Board of Trustees shall be

Christopher Jackson	President
Geoffrey Allister	Senior Vice-President
David Gillham	Vice-President
David Anderson	Junior Vice-President

Other Members of the Board of Trustees

Herbert Bailie
Stephen Child
Roger Elphick
Andrew Hugill
Samuel Patterson
Susan Sharland
Robin Shaw
David Tarrant

THE SECOND SCHEDULE

The Bye-laws

1. **In these Bye-laws unless the context otherwise requires:**

‘authorised representative’ shall mean an individual who is authorised by a Region and Nation Council Member to act on their behalf at meetings of the Council and whose name has been given to the Secretary prior to any meeting;

'Region' and **'Nation'** shall, respectively, mean any Region or Nation of the Institution for the time being established in accordance with paragraph 4.27 of the Charter and **'Regions and Nations'** shall be construed accordingly;

'Region and Nation Council Members' shall refer to members elected to Council by each Region and Nation in accordance with Bye-law 14;

'Chair' shall mean the Chair of the Board of Trustees appointed in accordance with Bye-law **Error! Reference source not found.**;

'charitable purpose' shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and **'charitable'** shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;

'the Charter' shall mean the Charter granted to the Institution as amended from time to time, whether by Supplemental Charter or otherwise;

'clear days' in relation to the period of a notice shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'the Code of Professional Conduct' shall mean rules regulating the conduct of members established in accordance with Bye-law 6.2;

'Council' shall mean the Council of the Institution with the roles and responsibilities set out in Bye-law 13;

'electronic communication' shall mean the same as in the Electronic Communications Act 2000;

'Trustee' shall mean a trustee of the Institution and **'the Board of Trustees'** shall mean all of the Trustees or a duly convened meeting of the Board of Trustees. For the avoidance of doubt, the Trustees are the charity trustees of the Institution;

'the Institution' shall mean The Chartered Institution of Highways and Transportation;

'member' and **'membership'** shall refer to membership of the Institution;

'Membership Application' shall mean an application for membership made in accordance with Bye-law 4.1;

‘Membership Board’ shall mean a committee of the Board of Trustees created in accordance with Bye-law 4.2 to deal with the issues concerning membership of the Institution;

‘Nominated Council Members’ shall refer to Council Members nominated in accordance with Bye-law 17;

‘Non-Voting Member’ shall mean a non-voting member of the Institution in accordance with Bye-law 2;

‘Ordinary Council Members’ shall refer to Council Members elected in accordance with Bye-law 15;

‘the Objects’ shall mean the Objects of the Institution as defined in paragraph 3 of the Charter;

‘Principal Office’ shall mean the principal office of the Institution;

‘the seal’ shall mean the common seal of the Institution;

‘Secretary’ shall mean the Chief Executive of the Institution ex officio;

‘Transfer Application’ shall mean a transfer application made in accordance with Bye-law 5

‘Voting Member’ shall mean a voting member of the Institution in accordance with Bye-law 2; and

‘in writing’ shall mean written or printed or otherwise visually reproduced in words.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

2. **Membership**

2.1 Membership shall be divided into Voting Members and Non-Voting Members.

2.2 The Board of Trustees may in its absolute discretion determine from time to time the requirements for appointment to, and the rights attaching to, each class of membership.

2.3 Voting Members are:

- (a) Fellows;
- (b) Full Members;
- (c) Associate Members;

- (d) Graduate Members;
- (e) Apprentice Members;
- (f) Part-time Student Members; and
- (g) Such other classes of member as the Board of Trustees may from time to time determine.

2.4 Non-Voting Members are:

- (a) Honorary Fellows;
- (b) Full-time Student Members; and
- (c) Such other classes of member as the Board of Trustees may from time to time determine.

3. **Designations**

- 3.1 Any Honorary Fellow, Fellow, Full Member or Associate Member may use after their name the designation appropriate to their class of membership in accordance with the following abbreviated forms, namely:

Honorary Fellow	Hon FCIHT
Fellow	FCIHT
Full Member	MCIHT
Associate Member	AMCIHT

- 3.2 A Graduate Member, Apprentice Member and Student Member (including Full-time and Part-time Student Members) may be described as such but may not use an abbreviation of the title, or any initials or make use of the description in any manner whatsoever, unless the Board of Trustees from time to time determines otherwise.

4. **Admission of members**

- 4.1 Any individual (or organisation) who is interested in promoting the Objects may submit an application for admission to a class of membership of the Institution.
- 4.2 The Board of Trustees shall appoint a Membership Board to consider Membership Applications and shall prescribe standing orders from time to time setting out how the Membership Board shall operate and how Membership Applications shall be considered. The Membership Board may establish a Membership Panel to consider Membership Applications and may delegate any of its functions to the Membership Panel.

- 4.3 Membership Applications shall be submitted to the Secretary (or such other person as the Board of Trustees may from time to time decide) in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under the standing orders.
- 4.4 Membership Applications for admission as a Fellow, Full Member or Associate Member must be signed by at least two Voting Members who have personal knowledge of the applicant unless the Membership Board, in its absolute discretion, considers that a particular application may be considered even though it is not so signed.
- 4.5 Applicants for admission as a Fellow, Full Member or Associate Member may be asked to attend an interview and/or produce evidence relating to their professional knowledge.
- 4.6 The Membership Board may, in its absolute discretion, refuse to admit any person to any class of membership whether he or she fulfils the requirements for that class or not. The Membership Board shall not be required to give a reason for its decision.
- 4.7 After a Membership Application has been considered, the Institution shall send the applicant a letter informing them whether the Membership Application has been successful and the applicant shall be admitted and shall be granted any certificate of membership applicable to the class of membership to which they are admitted.
- 4.8 The Board of Trustees may in its absolute discretion admit senior industry representatives as Fellows.
- 4.9 The Council may in its absolute discretion admit persons of eminence or distinction as Honorary Fellows.

5. Transfer between classes of membership

- 5.1 A member of any class of membership may submit an application for transfer to any other class of membership and such Transfer Application shall be in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under standing orders.
- 5.2 The Membership Board shall consider Transfer Applications in accordance with standing orders prepared by the Board of Trustees from time to time.
- 5.3 The Membership Board may, in its absolute discretion, reject a Transfer Application whether the applicant fulfils the requirements for that class of membership or not. The Membership Board shall not be required to give a reason for its decision.
- 5.4 After a Transfer Application has been considered the Institution shall send the member a letter informing them whether the Transfer Application has been successful and the

member shall be admitted to the new class of membership and shall be granted any certificate of membership applicable to that class.

6. Code of Professional Conduct

- 6.1 Every member shall at all times exercise their professional skill and judgement to the best of his or her ability and discharge any professional responsibilities with integrity and safeguard the public interest in matters of safety, health and otherwise pertaining to his or her work or other involvement in highways and transportation.
- 6.2 The Board of Trustees shall establish rules for regulating the conduct of members of the various classes of membership to be known as 'the Code of Professional Conduct' and may alter or vary the same from time to time provided that such rules shall not be inconsistent with the Charter and these Bye-laws.
- 6.3 The Code of Professional Conduct shall set out the disciplinary procedure to be followed in the event of an allegation of misconduct.

7. Subscriptions and fees

- 7.1 The Board of Trustees shall set the annual subscriptions and other fees payable by members to the Institution and publish them in such a manner as it sees fit.
- 7.2 The membership of any member whose subscription is three months or more in arrears may, at the absolute discretion of the Board of Trustees, be terminated, provided that if the Board of Trustees determines that the membership of a member shall not be terminated under this Bye-law, they may determine that some or all of the membership rights and privileges of that member shall be suspended or terminated. The membership of any such person may, at the absolute discretion of the Board of Trustees, be reinstated upon application to the Board of Trustees and payment of such arrears of subscription and any other reasonable charges.
- 7.3 The Chief Executive may at all times in cases of ill-health, retirement from active practice, advanced age or the performance of service in the Defence Forces or other duties to the State, in acknowledgement of any service to the Institution and in such other cases as they may think fit, waive, suspend, extend the time for payment of, or reduce the amount of any subscription, fee or other sum payable by any member to the Institution.

8. Resignation

- 8.1 Any member who wishes to resign shall submit notice in writing to the Secretary.

- 8.2 Any member who resigns shall be required to pay any sums due to the Institution. The Membership Board may require the resigning member to return any certificate issued to them.
- 8.3 If a member resigns after the first day of December in any year the Membership Board may, at its absolute discretion, require him or her to pay such subscription as he or she would have been required to pay had he or she continued to be a member in the following year.

9. General meetings

- 9.1 The Institution may hold an annual general meeting in any year in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Board of Trustees determines.
- 9.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board of Trustees may call an extraordinary general meeting whenever they think fit. Extraordinary general meetings shall be convened on such requisition or may be convened upon the written requisition of the lesser of 20% of or 200 Voting Members at the date of the written requisition. Such members' written requisition shall specify the object of the desired meeting, shall be signed by the requisitionists and deposited at the Principal Office. The Secretary shall within seven days after receipt of such members' written requisition convene an extraordinary general meeting in accordance with this Bye-law 9.2.
- 9.3 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice.
- 9.4 The notice shall be given to all the Voting Members of the Institution and to the auditors of the Institution.
- 9.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

10. Proceedings at general meetings

- 10.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum is twenty Voting Members present in person or by proxy.

- 10.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the chair may, if he or she thinks fit, permit the reading and discussion of any paper but not any other business and, subject to that, the meeting shall stand adjourned to the same day in the next week at the same place or to such time and place as the chair may determine. If at the reconvened meeting a quorum is not present within half an hour after the time appointed for the meeting the Voting Members present shall be a quorum.
- 10.3 The President, or, in his or her absence, the Vice-President or the Immediate Past President present in that order, shall preside as chair at every general meeting of the Institution, but in the case of the absence of the President, the Vice-President and the Immediate Past President, the Voting Members present shall elect a Trustee or, in the absence of any Trustees, one of their own number, to be chair of the meeting.
- 10.4 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.
- 10.5 Save as otherwise provided in these Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a poll is duly demanded by the chair or by at least five Voting Members present in person or by proxy. Unless a poll is so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against the resolution.
- 10.6 Except as provided in these Bye-laws, if a poll is duly demanded it shall be taken in such manner as the chair may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.7 In the case of an equality of votes, whether on a show of hands or on a poll (whether then taken at the meeting or otherwise pursuant to these Bye-laws) the chair of the meeting at which the show of hands takes place or the poll is demanded, shall be entitled to a second or casting vote.
- 10.8 A poll demanded on the election of a chair, or on a question of adjournment shall be taken immediately.

- 10.9 The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded and the demand for a poll may be withdrawn at any time before the next business is proceeded with.
- 10.10 On a show of hands or on a poll conducted at the meeting at which it is demanded, every Voting Member present shall have one vote. On any other poll every Voting Member shall have one vote and such poll shall be taken by a postal and/or electronic vote conducted in accordance with Bye-law 11.

11. Postal and electronic votes

In the event of the Board of Trustees deeming it desirable that the views of all Voting Members be sought in relation to any resolution, whether or not it is proposed at a general meeting, they may require a postal and/or electronic vote to be conducted. A postal and/or electronic vote may be held in such a manner as the Board of Trustees shall see fit, provided that notice of the postal and/or electronic vote shall be sent (whether by post, electronically or otherwise) to every Voting Member and provided that this notice shall specify the date by which a Voting Member must submit his or her vote and provided that this date shall be at least 14 clear days after the notice is delivered to the Voting Member. The votes for and against a resolution shall be counted after the date specified and shall have effect as if they were cast at a meeting of the Voting Members.

12. Proxies and representatives

- 12.1 Votes taken by a poll or show of hands may be cast either personally or by proxy.
- 12.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in a form approved by the Board of Trustees.
- 12.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Trustees may:
- (a) in the case of an instrument in writing be deposited at the Principal Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the instrument proposes to vote;
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:

- i. in the notice convening the meeting;
- ii. in the instrument of proxy sent out by the Institution in relation to the meeting, or
- iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 12.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institution at the Principal Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or reconvened meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or reconvened meeting) the time appointed for taking the poll.

13. The Council

The Council shall consist of:

- (a) The President;
- (b) The Vice-President;
- (c) Those of the Past Presidents who have held office as President during the preceding three years, the most recent of whom to have served shall be known as the '**Immediate Past President**';

- (d) The Chair;
- (e) The Honorary Treasurer;
- (f) Up to fourteen Ordinary Council Members elected in accordance with Bye-law 15;
- (g) Region and Nation Council Members elected by each Region and Nation in accordance with Bye-law 14; and
- (h) Up to twelve Nominated Council Members (nominated in accordance with Bye-law 17).

14. Nomination of Region and Nation Council Members

- 14.1 Each Region registered in England shall elect to Council one Voting Member who shall have a registered address in the Region area for which they are elected. Each Nation registered in the United Kingdom or the Republic of Ireland shall elect to Council up to two Voting Members who shall have a registered address in the Nation area for which they are elected.
- 14.2 Candidates for Region and Nation Council Membership shall be nominated in writing (which may include electronic communication) by not fewer than four Voting Members who have a registered address in the Region or Nation area in which the election is to take place. The names of the people so nominated shall be set out on balloting lists that shall be sent out to all Voting Members who have a registered address in the Region or Nation area in which the election is to take place. Balloting lists may be sent by post or by electronic communication.
- 14.3 All Voting Members registered in the relevant Region or Nation area shall be eligible to vote for the relevant Region and Nation Council Member.
- 14.4 A Region and Nation Council Member so elected shall (subject to Bye-law 14.5) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to Bye-law 14.5) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 14.5 If a Region and Nation Council Member so elected to the Council resigns or ceases to reside in the Region or Nation area or is otherwise ineligible to continue as a member of the Council, the resulting vacancy shall be filled by the relevant Region or Nation either by appointing the person with the next highest number of votes in the ballot for such Region and Nation Council Member held pursuant to Bye-law 14 or, by adopting such

other method of appointing a replacement as it deems fit. Such appointee shall hold office for the unexpired term of office of the Region and Nation Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

- 14.6 Any Region or Nation outside the United Kingdom and Republic of Ireland shall be entitled to appoint from time to time (in such a manner as they shall see fit) one Voting Member who has a registered address in the Region or Nation area to attend and vote at a meeting of the Council as the representative of that Region or Nation.

15. Nomination of Ordinary Council Members

- 15.1 Candidates for Ordinary Council Membership of the Council shall be nominated in writing either by the Council or by at least four Voting Members.
- 15.2 In any one year, a candidate may not stand in both Ordinary Council Member and Region and Nation Council Member elections.
- 15.3 The names of the people so nominated shall be set out on balloting papers that shall be sent out to all Voting Members.

16. Procedure for election of Region and Nation and Ordinary Council Members

- 16.1 Balloting papers prepared in accordance with Bye-laws 14 and 15 shall be sent at least twenty clear days before the annual general meeting at which the results of the elections will be announced.
- 16.2 Balloting papers must be delivered to the Secretary at least 5 clear days before the annual general meeting at which the results of the elections will be announced. Balloting papers delivered after this date shall not be counted except in exceptional circumstances at the discretion of the Secretary.
- 16.3 Ordinary Council Members will be elected by Voting Members using the single transferable vote method according to the rules of the Electoral Reform Society or equivalent from time to time.
- 16.4 Region Council Members will be elected by Voting Members registered in the relevant Region area who shall vote for one candidate only and any vacancy shall be filled by the candidate who shall receive the largest number of votes. Nation Council Members will be elected by Voting Members registered in the relevant Nation area who shall vote for two candidates only and any vacancies shall be filled by the candidates who shall receive the largest number of votes.
- 16.5 Any balloting list marked in any way otherwise than for the purpose of recording votes in the manner prescribed in these Bye-laws shall be void.

- 16.6 The balloting lists shall, prior to the commencement of each annual general meeting, be handed over by the Secretary to the Electoral Reform Society or equivalent or to at least one scrutineer appointed for that purpose by the Council, and the responsible person shall notify the results of the ballots to the Secretary for reporting to the meeting. The chair shall announce the results of the ballots to the meeting, and such announcement shall, subject to any manifest error, be conclusive, and no discussion of it shall be permitted by the chair. In the case of a tie, the successful candidate shall be determined by lot to be drawn as the chair may direct.
- 16.7 An Ordinary Council Member shall (subject to these Bye-laws) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to these Bye-laws) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 16.8 In the event of an Ordinary Council Member resigning or otherwise ceasing to be an Ordinary Council Member, the resulting vacancy shall be filled by the Council either by appointing the person (not otherwise being a member of the Council) with the next highest number of votes in such ballot or by adopting such other method of appointing a replacement as it deems fit. The appointee shall hold office for the unexpired term of office of the Ordinary Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

17. Appointment of Nominated Council Members

The Council shall appoint up to twelve Members to be Nominated Council Members referred to in Bye-law 13(h) and shall from time to time fill any casual vacancy among the said Nominated Council Members by appointing another Member as a Nominated Council Member. Nominated Council Members shall serve for one year at a time and shall be eligible for reappointment but the total period of service as a Nominated Council Member must not exceed six years whether consecutively or in aggregate.

18. Powers of the Council

The Council shall:

- (a) advise the Board of Trustees on the strategic and professional direction of the Institution;
- (b) elect and remove Trustees in accordance with the provisions in these Bye-laws; and

- (c) operate within standing orders prescribed by the Board of Trustees from time to time.

19. Proceedings of the Council

- 19.1 The minimum number of Council meetings to be held each year shall be determined from time to time by the Board of Trustees and unless otherwise determined the minimum number of meetings to be held in a year shall be three. The Council may adjourn and otherwise regulate meetings as it thinks fit. At the request of the Board of Trustees or one third of Council Members, the Secretary shall at any time call a special meeting of the Council.
- 19.2 The quorum for meetings of the Council shall be one-third of the Council Members or the number nearest to one-third.
- 19.3 A Region and Nation Council Member may appoint an authorised representative to attend a Council Meeting in his or her place provided that no person shall be appointed without the consent of the Chief Executive, or such other person as the Board of Trustees may appoint and provided that the name of the authorised representative shall be given to the Secretary before the beginning of the Council Meeting. An authorised representative of a Region and Nation Council Member shall be counted in the quorum.
- 19.4 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he or she may appoint, any Council Member may participate in a meeting via telephone or such other means of communication enabling all persons participating in the meeting to speak to and hear each other.
- 19.5 Council Members may submit to the President written comments on issues to be discussed at the Council Meeting. Such comments shall be reviewed by the President, or such other person as he or she may appoint. Such comments, or a summary of or extract from them, may, at the discretion of the President, or such other person as he or she may appoint, be distributed to the Council Members or read out at the Council meeting.
- 19.6 The President shall chair the meeting of the Council, or in his or her absence, the Vice-President or Immediate Past President, in that order, present shall chair the meeting. If neither the President, Vice-President nor Immediate Past President is present within fifteen minutes after the time appointed for holding the meeting, the Council Members present may elect one of their number to act as chair.
- 19.7 Each Council Member shall have one vote in respect of proposals arising at a meeting of the Council. Subject to the provisions of these Bye-laws, questions arising at any

meeting shall be decided by simple majority vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

20. Disqualification and removal of Council Members

A person shall cease to be a Council Member if he or she:

- (a) ceases for any reason to be a Member;
- (b) resigns his or her office by notice in writing to the Secretary;
- (c) is absent without good reason for three consecutive meetings of the Council;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (f) ceases to hold office by reason of any resolution duly passed by more than fifty per cent of the Council Members present in person or by an authorised representative.

21. Officers of the Institution

- 21.1 The President, Vice-President and Honorary Treasurer of the Institution shall be Voting Members nominated annually by the Council for approval by the Voting Members at the annual general meeting.
- 21.2 If any vacancy in the offices of President, Vice-President or Honorary Treasurer or among Ordinary Council Members or Region and Nation Council Members shall for any reason remain unfilled for a period of eight weeks, it shall be deemed a casual vacancy.
- 21.3 The Council shall have power at any time to fill a casual vacancy in the offices of President, Vice-President or Honorary Treasurer. Any member so appointed shall hold office until the conclusion of the next annual general meeting.

22. Board of Trustees

- 22.1 Subject to these Bye-laws, the Board of Trustees shall comprise:
 - (a) the holders of the following offices from time to time:
 - (1) President;
 - (2) Vice-President;

- (3) Immediate Past President;
- (4) Honorary Treasurer;
- (5) the Chair;
- (b) up to eight Council Members to be elected by the Council; and
- (c) up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine.

22.2 The Secretary shall be entitled to attend and speak at any meeting of the Board of Trustees provided that the Secretary shall withdraw from the meeting where the Board of Trustees wishes to discuss a personnel issue which relates to the Secretary.

22.3 The Chair shall be a Voting Member elected by the Council for a term of two years, renewable once. If for any reason the office of Chair becomes vacant, the Council shall appoint any Voting Member as Chair for the unexpired period of the previous Chair's term.

23. **Powers of the Board of Trustees**

Subject to the provisions of the Charter, these Bye-laws and any standing orders the business of the Institution shall be managed by the Board of Trustees who may exercise all the powers of the Institution. No alteration of the Charter or Bye-laws shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made.

24. **Standing orders**

24.1 The Board of Trustees may from time to time make such reasonable and proper rules to be known as standing orders as they may deem necessary or expedient for the proper conduct and management of the Institution and may from time to time alter, add to or repeal such standing orders.

24.2 The standing orders may regulate the following matters but are not restricted to them:

- (a) the admission of members and the rights and privileges of such members;
- (b) the conduct of the Council and the conduct of the members of the Institution;
- (c) the procedure at general meetings, meetings of the Board of Trustees, committee meetings and meetings of the Council in so far as such procedure is not regulated by these Bye-laws; and

- (d) generally, all such matters as are commonly the subject matter of standing orders.

- 24.3 The Institution in general meeting has the power to alter, add to or repeal the standing orders made by the Board of Trustees in accordance with Bye-law 24.1.
- 24.4 The Board of Trustees must adopt such means as they think sufficient to bring the standing orders to the notice of members.
- 24.5 The standing orders shall be binding on all members. No standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

25. Proceedings of the Board of Trustees

- 25.1 The Board of Trustees shall meet as required and normally not less than five times a year. Subject to these Bye-laws, the Board of Trustees may adjourn and otherwise regulate meetings as they think fit.
- 25.2 The quorum for meetings of the Board of Trustees shall be one half of the Trustees or such other number as the Board of Trustees shall by resolution determine.
- 25.3 Where appropriate equipment is available and consent has been granted by the Chair, or by such a person as he or she may appoint, any Trustee may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other.
- 25.4 The Chair, or in his or her absence, the President or Vice-President present shall preside as chair of meeting of the Board of Trustees, but in the case of the absence of the Chair, the President and the Vice-President, the Board of Trustees shall appoint from their number such person to chair a meeting as they think fit upon such terms as they shall determine from time to time.
- 25.5 Each Trustee shall have one vote in respect of questions arising at a meeting of the Board of Trustees. All business of the Board of Trustees shall be passed by a majority vote unless otherwise provided in these Bye-laws. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. A Trustee shall not vote in respect of any contract or matter in which he or she has declared an interest or on any matter arising from it.
- 25.6 A resolution in writing signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees. Any such resolution may consist of several documents in the like form, each signed by one or more Trustees.

26. Disqualification and removal of a Trustee

A person shall cease to be a Trustee if he or she:

- (a) is directly or indirectly interested in any contract or matter with the Institution and fails to declare the nature of that interest at a meeting of the Board of Trustees at which the question of entering into the contract is first considered or at the next such meeting held after he or she becomes interested in the contract or matter if later;
- (b) holds any office in the Institution entitling him or her to profit or remuneration;
- (c) is disqualified from being a charity trustee under the Charities Act 2011;
- (d) is removed by a resolution duly passed by a majority of not less than seventy five per cent of the Council Members present and voting at a meeting of the Council;
- (e) resigns his or her office by notice in writing to the Secretary;
- (f) is absent without good reason from three consecutive meetings of the Board of Trustees;
- (g) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (h) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

27. Committees

27.1 The Board of Trustees may delegate any of its powers to committees, which may be given such names as the Board of Trustees shall see fit. There shall be such committees and sub-committees as the Board of Trustees may from time to time determine.

27.2 The name, membership and purpose of each committee and the manner in which committee meetings are conducted shall be set out in standing orders determined from time to time by the Board of Trustees. Every committee shall, in the exercise of the powers so delegated by the Board of Trustees, conform to any restrictions that may be imposed in such standing orders.

28. Patron

The Board of Trustees may in its discretion appoint any person to be a Patron of the Institution on such terms as it shall think fit and may remove any Patron so appointed.

29. **Seal**

The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, or duly authorised committee, and shall be signed by any two authorised signatories designated as such by resolution of the Board of Trustees provided that such authorised signatories shall include all Trustees and the Chief Executive.

30. **Accounts**

30.1 The Board of Trustees shall cause proper accounts to be kept with respect to:

- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipt and expenditure take place;
- (b) all sales and purchase of goods by the Institution; and
- (c) the assets and liabilities of the Institution.

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

30.3 The books of account shall be kept at the Principal Office of the Institution or at such other place or places in the United Kingdom as the trustees shall determine.

30.4 In every year, the Board of Trustees shall lay before the Institution an income and expenditure account for the period since the last preceding accounts made up to date not more than nine months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Trustees and of the auditors of the Institution.

31. **Notices**

31.1 Any notice pursuant to the Bye-laws (which shall include all communications and enclosures of whatever nature) may be served by the Institution upon any member entitled to receive such notice, either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address as appearing in the register of members. Any notice, if served by first class post to any address within the United Kingdom, shall be deemed to have been delivered on the second day after the day of posting or, if sent by second class post, on the third day after the day of posting. Any notice to any address outside of the United Kingdom shall be deemed to have been delivered seven days after the day of posting. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether or not that letter was actually delivered to the addressee.

31.2 Any member described in the Institution's register of members by an address not within the United Kingdom, the Isle of Man or the Channel Islands who shall from time to time give the Institution an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address. Save as aforesaid, only those members who are described in the register of members by an address within those areas shall be entitled to receive any notice from the Institution.

32. **Dissolution**

The provisions of the Charter relating to dissolution of the Institution take effect as though repeated here.



Standing Orders

Adopted in accordance with Byelaw 24

Approved by the Board of Trustees 12 February 2020

To be adopted following agreement to proposed changes to the Charter and Byelaws at the EGM on 18 March 2020 and approval by the Privy Council

Contents

1. Introduction
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1. INTRODUCTION

CIHT is governed by Royal Charter and Bye-laws. These define the 'powers' of the Institution – what the organisation is permitted to do, and the core rules which it must follow. Changes to the Royal Charter would require a resolution of the members at an AGM/EGM, and the approval of the Privy Council and in some cases, the approval of the Charity Commission. They are necessarily broadly written to avoid frequent changes which are complex, costly, and time consuming to implement. Standing Orders provide more detailed supporting information and guidance on the operation of Council, the operation of the Board of Trustees and other Strategic Boards/Committees. These Standing Orders document their membership, purpose and role and provide guidance on the conduct of meetings.

Authority for Standing Orders

The Trustees have the power to make reasonable and proper rules ('Standing Orders') as they may deem necessary or expedient for the proper conduct and management of the Institution (Bye-law 24.1). The Standing Orders may regulate the following matters but are not restricted to them:

- the admission of members and the rights and privileges of such members,
- the conduct of the Council and the conduct of the members of the Institution;
- the procedure at general meetings, meetings of the Board of Trustees, committee meetings and meetings of the Council in so far as such procedure is not regulated by its Bye-laws; and
- generally, all such matters as are commonly the subject matter of standing orders.

A general meeting of the Institution has the power to alter, add to or repeal the Standing Orders.

The Standing Orders are binding on all members of the Institution. It is a requirement that no standing order is inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

2. MEMBERSHIP: CLASSES AND QUALIFICATIONS

2.1. Corporate Members

Fellows

Every candidate for election as a Fellow shall, at the date of application, satisfy the Board of Trustees as to his or her practical senior level experience in highways and/or transportation.

The detailed criteria for election to Fellowship are set out in guidance issued by the Membership Board.

Member

Every candidate for election as a Member shall have had adequate technical experience in highways and/or transportation.

The detailed criteria for election to Membership are set out in guidance issued by the Membership Board.

2.2. Non-Corporate Members

Associate

A candidate for election as an Associate Member shall have relevant practical experience in highways and/or transportation and not be eligible to be a Member.

The detailed criteria for election as an Associate are set out in guidance issued by the Membership Board.

Graduate

A candidate proposed for election as a Graduate shall at the date of application satisfy the Board of Trustees that he or she has gained a degree and is in employment or seeking employment.

The detailed criteria for election as a Graduate are set out in guidance issued by the Membership Board.

Apprentice

A candidate for election as an Apprentice shall at the date of application be registered on a highways and transportation related apprenticeship programme.

The detailed criteria for election as an Apprentice are set out in guidance issued by the Membership Board.

Students

Every candidate for election as a Student shall have been engaged in suitable studies with a view to entering the highways and/or transportation profession. No person shall be elected a Student who is qualified for election as a Member.

The detailed criteria for election as a Student are set out in guidance issued by the Membership Board.

No person shall remain a Student after two years upon completion of their studies.

Honorary Fellow

Honorary Fellow shall be a distinguished person who is pre-eminent either nationally or internationally within the highways and transportation field; and who can make a personal contribution to promoting the work of CIHT.

Honorary Fellowship is recognition of someone who is not professionally qualified as a highways/transportation professional but who has made or is making a real contribution to the sector through their work.

2.3. Retired Members

Any Fellow, Member, or Associate who complies with the income threshold, may seek to be transferred to the class of Retired Member.

Retired Members shall retain their status as Fellow, Member, or Associate, held immediately before transferring to Retired Member class.

Any Retired Member may, subject to the approval of the Board of Trustees, transfer back to the class of membership to which he or she belonged prior to becoming a Retired Member.

The detailed criteria for election to and return from Retired Membership are set out in guidance issued by the Membership Board.

3. ELECTION TO MEMBERSHIP

Every candidate for election to any class of membership (other than Honorary Fellowship) shall make an application and be proposed in such a manner as the Board of Trustees may by regulations prescribe, including,

- The payment of any application fee in respect of their application which the Board of Trustees may decide;
- The form of the application and proposal;
- By what number and class of members the proposal shall be made

The detailed procedures for application to the various classes of membership may be found in guidance issued by the Membership Board.

Every election to every class of membership (other than Honorary Fellowship) shall be made by the Board of Trustees. The Board of Trustees may decide to delegate this decision. A simple majority of those present and voting shall be sufficient.

Nomination and Election to Honorary Fellowship

Nominations for and admission to Honorary Fellowship shall be made to the Council in accordance with guidance issued by the Membership Board.

4. SUBSCRIPTIONS

The amount of subscription payable by the various classes of membership shall be as prescribed annually by the Board of Trustees.

All annual subscriptions shall be due in advance and payable in accordance with the schedule and scheme for payments issued annually by the Board of Trustees.

The Board of Trustees may suspend the membership of any Member whose subscription remains unpaid for a period of at least three months after the due date and who has been given at least one month's notice that payment remains due.

Reinstatement

The Board of Trustees may reinstate any member whose membership has been suspended or terminated for any reason, subject to compliance with such conditions as it may determine, including the payment of subscriptions in arrears and a re-instatement fee.

5. COUNCIL

5.1. The Council

The Council of the Institution elects the trustees, except for the Officer holders who are elected at a general meeting and up to two individuals appointed by the Board of Trustees as additional Trustees. The Council provides advice upon the strategic and professional direction of the Institution.

Composition

- The President
- The Chair of the Board of Trustees
- Vice-President
- Three most recent Past Presidents
- The Honorary Treasurer
- Up to Fourteen Ordinary Members (who must each be voting members)
- Up to Seventeen Regions/Nations Members elected by each Region and Nation (who must each be voting members)
- Up to twelve Nominated Members (who can be voting and non-voting members)
- A nominated SoRSA representative (observer status only)

In addition, any Region and Nation outside the UK and Republic of Ireland can appoint up to one voting member to attend and vote at Council.

Council members are also expected to be actively engaged with CIHT through, for example, participating in the work of Strategic Boards, groups, and committees, set up to assist the Board of Trustees in its work.

5.2. Terms of office

a) Region or Nation members. Each Region in England can elect to Council one voting Member with a registered address in the region for which they are elected. Each Nation registered in the United Kingdom and the Republic of Ireland can elect to Council up to two voting Members with a registered address in the nation for which they are elected. All voting members registered in the relevant region or nation are eligible to vote. Region or Nation Members are elected for three years and are eligible for re-election for a further term of three years. After two terms they are not eligible to be nominated for election for one year.

International Regions and Nations can appoint one voting member with a registered address in the region or nation for which they represent.

b) Ordinary members are similarly elected for three years and are eligible for re-election for a further term of three years. After two terms they are not eligible to be nominated for election for one year.

c) Casual vacancies hold office for the unexpired term of office of the Region or Nation or Ordinary Member whom they replace and shall then be eligible for election in the normal way (i.e. the period served while filling a casual vacancy does not count towards the maximum overall term of 6 years).

d) Nominated Members are appointed by Council. They serve for one year at a time and are eligible for reappointment but the total period of service as a Nominated Member must not exceed six years whether consecutively or in aggregate. Unlike other members of the Council, Nominated members do not need to be voting members of the Institution. Up to six of the nominated members should be representatives of the following membership classes: students, graduates, and apprentices and a further two representing associate members.

5.3. Election of members to Council

Candidates for Ordinary Membership of the Council are nominated in writing either by the Council or by not less than four Voting members. Candidates for Region or Nation membership of the Council must be nominated in writing by not less than four Voting members registered in that Region or Nation. In any one year, a candidate may not stand in both Ordinary Member and Region and Nation elections. If an election is required ballot papers are sent to all Voting members. Ordinary Members are elected using the single transferable vote method and Region and Nation members by the first past the post method. The results are announced at the AGM of the Institution.

5.4. Roles of Council Members

All Members serve on Council in an individual capacity and have a duty to act in the best interests of CIHT. They do not represent their employer, the particular sector of employment, or any other specific constituency in their role.

a) Region or Nation members have a specific additional responsibility to provide a means of effective communication with the Region and Nation which elected them. Region or Nation members hold a place on their Region or Nation committee *ex officio* and are expected to attend meetings of their Region or Nation on a regular basis to report on the work of the Council, to consult the Region or Nation on issues of current concern, and to report back on the views of their Region or Nation (which may be different from their own views), as necessary.

b) Nominated Members are appointed by the Council to lend balance, breadth, weight and depth to the Council. Nominated Members may, for example, come from groups within the Institution which are unlikely to have sufficient members to poll a majority in

an election, they may be senior people, unable to commit to serve for 3 years, or they may be from a group that happens, by chance, to be underrepresented in a given year (for example, people from academia). Because Nominated Members do not have to be voting members, this sector may be used to appoint young members (for example, full time students) to lend a width of viewpoint to the Council.

c) Observers

The Council may appoint observers to Council in order to ensure effective collaboration, improve communication, or for other defined reasons. Observers may not vote but may contribute to the discussion. In appointing observers, the Council needs to be mindful of the fact that from time to time matters of commercial sensitivity are discussed. Arrangements must be agreed with observers for their absence from meetings where conflicts of interest could result.

5.5. Powers of the Council

The Council is responsible for:

- Advising the Board of Trustees on the strategic and professional direction of the Institution;
- the election and removal of the trustees (the Board of Trustees), except the two individuals appointed by the Board of Trustees;
- acting as a 'sounding board' for the trustees/directors as the organisation develops its policies;
- communication between the central organisation, and the members via the Region and Nation or by other means.

5.6. Proceedings of the Council

The Council is required to meet up to three times a year for the conduct of business. It may adjourn and otherwise regulate meetings as it thinks fit. At the request of the trustees or one third of Council Members, the Chief Executive shall at any time call a special meeting of the Council.

The quorum for meetings of the Council is one third of Council members or the whole number nearest to one third.

Any Council Member may participate in a meeting remotely via telephone or any other means of communication that enables everyone at the meeting to speak to and hear each other.

The President chairs the meeting, or in his or her absence, the Vice-President or Immediate Past President. If the President, Vice-President or Immediate Past President is not present within fifteen minutes after the time appointed for holding the meeting, the Council Members present can elect one of their number to act as chair.

Each Council Member has one vote in respect of proposals arising at a meeting of the Council, and matters arising are decided by a simple majority vote. In the case of an equality of votes, the chair has a second or casting vote.

5.7. Disqualification and removal of Council members

The reasons for the disqualification and removal of a Council member are set out fully in Bye-law 20. This includes where he or she

- ceases to be a voting Member, other than Nominated members;

- resigns office by giving notice in writing to the Chief Executive;
- is absent without good reason for three consecutive meetings of the Council.

5.8. Officers of the Institution

The President, Vice-President and Honorary Treasurer of the Institution must be Voting members. Council can put forward nominations to the Nominations Panel with Officers being elected by the Voting members at the AGM.

If a vacancy for the office of President, Vice-President or Honorary Treasurer or among Ordinary Members or Region and Nation Members remains unfilled for a period of eight weeks, it becomes a casual vacancy. The Council has the power at any time to fill a casual vacancy. Any member so appointed holds office until the next AGM.

6. BOARD OF TRUSTEES

6.1. Board of Trustees

The Board of Trustees are the Trustees of the Institution. The Board is chaired by the Chair of the Board of Trustees. All Strategic Boards report to the Board of Trustees and the Chairs of Strategic Boards also serve as Trustees.

Composition

The Trustees who make up the membership of the Board of Trustees are the office holders of the posts of:

- Chair of Board of Trustees
- President;
- Vice-President;
- Immediate Past President; and
- Honorary Treasurer plus
- Up to eight Voting Members to be elected by the Council (including the chairs of all the Strategic Boards). Out of the eight members, one member should be a Young Professional and one member should be a representative of the Regions or Nations.
- Up to two individuals appointed by the Board of Trustees as additional Trustees, who do not need to be members, for such renewable terms as the Board of Trustees may determine.

The Chief Executive of CIHT assumes the position of Secretary to the Trustees. The Secretary is entitled to attend and speak at any meeting of the trustees provided that the Secretary shall withdraw from the meeting where the trustees wish to discuss a personnel issue which relates to the Secretary.

The trustees should together have the range of skills, experience and competency to enable the Board of Trustees to deliver their objectives.

The quorum for a meeting is half of the trustees.

6.2. Chair

The Chair of the Board of Trustees shall be a Corporate Member of the Institution.

Nominations for Chair shall be invited by the Nominations Panel at the same time as nominations for election to the Board of Trustees and Nominations will be put to the Council for election.

The Chair shall be elected for a term of two years (renewable once).

6.3. Powers of the Trustees

Subject to the provisions of the Charter, Bye-laws and any Standing Orders the business of the Institution shall be managed by the trustees who may exercise all the powers of the Institution.

6.4. Reporting

The Board reports its work and progress to the Council at each Council meeting.

6.5. Statement of Purpose

The Board of Trustees is responsible for directing the affairs of the charity and ensuring it is solvent, well run and delivering the charitable outcomes for which it has been set up.

Primary Objectives

The Board of Trustees' objectives are to:

- i) Set the 3-year business plan, and annual budget and work programme for the year ahead
- ii) Set the subscriptions rates each year in the context of the budget
- iii) Monitor the management accounts to ensure CIHT's financial position is sound
- iv) Monitor the progress in delivering the Business Plan and the annual work programme
- v) Determine what Strategic Boards it considers necessary to discharge its business
- vi) Agree the terms of reference and membership of all Strategic Boards.
- vii) Agree each Strategic Board's business plan and receives regular reports from Strategic Boards on progress against the plan
- viii) Receive reports on all operational and executive issues requiring the decision and agreement of the trustees
- ix) Receive reports from Strategic Boards which require Board of Trustees approval
- x) Annually receive the report of the Audit Committee
- xi) Annually review the organisation's risk assessment and acts where necessary
- xii) Make recommendations to Council for the Award of Honorary Fellowships

6.6. Powers of Delegation

The trustees may delegate any of their powers to a Strategic Board. The Board of Trustees determines the number of Strategic Boards that it requires to assist it in performing its role but ultimate responsibility for the management of the Institution remains with the trustees.

The purpose of each Strategic Board and the manner in which Strategic Board meetings are conducted are set out in Standing Orders determined from time to time by the trustees. Every Strategic Board must, in the exercise of the powers delegated by the trustees, conform to any restrictions that may be imposed in such Standing Orders.

Role and relationships – Board of Trustees and Strategic Boards

Strategic Boards have no authority other than that delegated to them by their terms of reference which must be agreed by the Board of Trustees and reviewed annually. Strategic Boards have no budget unless expressly delegated to them by the Board of Trustees.

Board	Role
Board of Trustees	-Sets Business Plan, Annual budget and work programme for the year
	- Agrees terms of reference and membership of Strategic Boards (and variations to the same)
	- Agrees business plans for each Strategic Board
	- Delegates the delivery of the business plan within agreed resources
	- Monitors the work of each Strategic Board to ensure that the Strategic Boards are performing effectively and in line with the Institution's strategy
	- Provides the forum for liaison between Strategic Boards to ensure that work is neither duplicated, nor missed.
Strategic Boards	- Deliver business plan in accordance with terms of reference, directly or via working groups or equivalent.

6.7. Proceedings of the Board of Trustees

The Board of Trustees meets normally at least five times a year. The quorum for meetings of the Board is one half of the trustees (or such other number as the trustees shall by resolution determine). Trustees can participate in a meeting via telephone or other means of communication where everybody participating in the meeting can speak to and hear each other.

Meetings are chaired by the Chair of the Board of Trustees, or in his or her absence, the President or Vice-President present. If the Chair of the Board, President or Vice-President is not present within fifteen minutes after the time appointed for holding the meeting, the members present can elect one of their number to act as Chair.

Each Member has one vote in respect of proposals arising at a meeting of the Board of Trustees, and matters arising are decided by a simple majority vote. The chairperson has the casting vote. To vote, Trustees must be present at a meeting or participating by telephone or other means of communication where everybody participating in the meeting can speak to and hear each other.

Trustees must not vote in respect of any contract or matter in which he or she is interested or on any matter arising from it.

A resolution in writing signed by all trustees is as valid and effectual as if it had been passed at a meeting of the trustees.

6.8. Disqualification and removal of a trustee

The circumstances where a person shall cease to be a trustee are set out in full in the Bye-laws (clause 26).

6.9. Audit Committee

a) Role: The Audit Committee's role is to provide assurance to the Trustees that the Institution, including its trading subsidiaries, is being operated in accordance with best practice, within the law, with financial probity, and in accordance with the requirements of relevant regulators.

b) Reporting: The Audit Committee reports to the Board of Trustees and is required to make at least one formal report each year. Whilst responsible to the Trustees the Audit Committee is essentially outside the formal reporting structure (i.e. it determines its own work plan and is free to comment on the work of the Council, Board of Trustees or staff as it thinks fit). The Audit Committee's reports, while addressed to the Trustees, will also be made available to the Council of the Institution for discussion.

c) Membership: Six current or former members of the Council of the Institution including a Past President and a Region or Nation Representative. The quorum is three. The maximum term of office for members of the Audit Committee is 6 years, with appointment and reappointment after 3 years by the Board of Trustees. In addition, the Vice President attends the meeting ex officio. The group has the power to co-opt specialist help as required (for example, personnel or finance advisors from other organisations). The Hon Treasurer, the Chief Executive, and the Director of Business and Corporate Services or equivalent are invited to attend the committee to contribute to the discussion, answer questions, and prepare and present reports but they are not members of the Audit Committee.

7. STRATEGIC BOARDS

7.1. Appointment of Strategic Board members

Council members, who wish to sit on one of the Strategic Boards or any other panel or group, are asked to indicate their preferences to serve at the beginning of each Council year. In the light of the preferences shown, the membership of each Strategic Board is determined. While every attempt is made to acquiesce to the preferences of the individual Council Member, there may be times when a Council member is asked to serve on his or her second or third choice. This will be to ensure that all the Strategic Boards are broadly representative of the membership and have a full range of skills, background and experience appropriate to the activity of the Strategic Board.

Each Strategic Board's membership is then supplemented by the appointment of several expert advisors to ensure the right balance of skills, expertise and experience exists on each of the Strategic Boards. Advisers have full voting rights on the Boards on which they serve. The requirements for advisers are determined by the Chair of the Board, in consultation with others as required. Advisers do not have to be voting members of the Institution (although it is preferred). Advisers serve on Strategic Boards for one year at a time and are normally expected to stand down after 6 years' service on any Strategic Board.

7.2. The appointment of Chairs

The appointment of Chairs of Strategic Boards is for one year at a time. Chairs must be members of the Council (in any capacity – i.e. Region or Nation, Ordinary or Nominated Member) and subject to the additional requirement that they be full Voting members of CIHT. In addition, as Strategic Board Chairs they must also be Trustees they must not be in any way be disqualified from serving as a Charity Trustee or a Company Director. Chairs of Strategic Boards are appointed by the Council.

In the months before election, views are canvassed by the Nominations Panel on suitable candidates for Chair of each Strategic Board. The Panel considers past involvement with CIHT and the Strategic Board concerned, the skills and background required and upcoming work plans for each Strategic Board in the year ahead, succession planning requirements for each Strategic Board and the trustee body. Candidates for appointment are consulted in advance of the Council Meeting to ensure that they are content to be put forward for appointment and this consultation is normally carried out in person by the Chair of the Nominations Panel in office at the time.

These nominations go forward to the Council for approval. At the same time the Chairs of Strategic Boards are also elected as Trustees to serve on the Board of Trustees for the following year.

7.3. Strategic Boards – Key Roles

Following the Governance Review in 2019/2020 it was agreed that the External Affairs and Communications Strategy Board would be disbanded with matters relating to strategic external affairs and communications being the responsibility of and reported directly to the Board of Trustees and the Membership and Skills Strategy Board would be split into two Boards.

The new structure has four Strategic Boards supported by various Panels/Groups/Networks. The terms of reference for the Strategic Boards are reviewed annually by each Board respectively with any changes requiring the agreement of the Board of Trustees. The key roles/purpose are set out below.

7.4. All Strategic Boards

- To identify priorities and agree a work programme for the work of the Board and Panels/Groups in its jurisdiction.
- To receive reports on the work of the Panels/Groups and monitor progress. Review need for Panels/Groups at least annually.

a) Learned Society/Technical Strategy Board

- To act as a 'think tank' identifying best practice and current/emerging issues in the industry
- To promote and support innovation, progress and excellence in the profession
- To stimulate research and studies, and facilitate the dissemination of knowledge, information and results, to the membership and profession

b) Membership and Member Services Strategy Board

- To develop strategies to grow the Institution's membership
- To set and review standards and requirements for membership
- To set and review the strategy for the maintenance and development of the CIHT regions/nations

- To monitor the regular review and development of member services to maximise member engagement
- To review subscription rates and make recommendations to the Trustees on fees for forthcoming years
- To have strategic oversight of the Disciplinary Procedure and Professional Code of Conduct

c) Education and Professional Development Strategy Board

- To set and review the strategy for providing pathways to professional registration
- To monitor compliance with mandatory CPD and review CPD opportunities open to members
- To maintain a strategic overview of government policy on education with particular regard to STEM subjects and respond to consultations as appropriate
- To maintain a strategic overview of skill requirements and support initiatives that enhance skills and promote careers in highways & transportation.

d) Appian Trading Board

- To provide a strategic oversight of the commercial opportunities for the Institution
- To agree and oversee the delivery of the centrally organised social and technical events programme
- To optimise income from sponsorship opportunities as appropriate
- To oversee and monitor the effective delivery of strategies for optimising income from room lettings and other non-charitable activities
- To oversee and monitor the effective delivery of the partnership networks

7.5. Panels/Groups/Networks

Panels/Groups/Networks can be standing or set up for a specific purpose or time limited. Their role is to assist Strategic Boards to carry out specific activities contained within the Strategic Board's remit. Their terms of reference and membership need the approval of their Strategic Board.

7.6. Reporting Arrangements

All Strategic Boards are required to report their work and progress to the Board of Trustees on a regular basis, together with the work and progress of any relevant working groups, panels or networks reporting to them. All Strategic Boards are required to prepare a work programme setting out how the Strategic Board aims to deliver the strategic objectives of the Institution, for approval by the Board of Trustees. Once approved, progress reports are made to each meeting of the Board of Trustees. The Chairs of Strategic Boards will be expected to attend Board of Trustees meetings and deliver the report. The Vice Chair will attend in the Chair's absence if required, but since he or she will not be a properly appointed Trustee/Director, he or she will not have a vote on any decision.

7.7. Responsibilities of Strategic Board Chairs

Each Board Chair will be supported by a Secretary (normally a Director of the Institution), and additional operational staff. Responsibilities include

1. To Chair the Board in an effective and productive manner
2. To produce Terms of Reference for their Board and update them as required (subject to the approval of the Board of Trustees); and ensure the Board always acts within these.
3. To oversee the production of work programmes for their Board which support the Strategic Objectives and Business Plan of the Institution.
4. To ensure with the responsible Executive Officer that work items are completed in timely fashion and within agreed budgets; and that summary reports on the work programme, current and proposed, are provided to the Board of Trustees.
5. To allocate responsibilities to individual members of their Board and co-options, for aspects of the work programme; and to monitor their performance.
6. To oversee the establishment of panels/groups/networks as required to progress particular pieces of work.
7. To advise the Board of Trustees on Board advisors.
8. To advise the Board of Trustees of any issues, especially those with financial and policy implications that it needs to take account of.
9. To represent the Institution at technical meetings and meetings with government ministers, civil servants etc as required.

7.8. Responsibilities of Strategic Board Vice Chairs

Where a Vice Chair is appointed by the Strategic Board, the Vice Chair assists the Chair in whatever way is mutually agreed; and acts in the Chair's place when the Chair is absent.

7.9. Support

Boards are normally supported by a dedicated 'Board Secretary'. Board Secretary responsibilities go well beyond simply 'clerking' the meeting – and include providing advice, guidance, and carrying out research and report writing activities. Panels/Groups/Networks may or may not have staff secretarial support, depending on the nature of the project being done.

8. NOMINATIONS PANEL

8.1. Purpose

The Nominations Panel shall have authority delegated to it by the Board of Trustees to:

- Annually consider succession planning for the Board of Trustees including the Chairs of Strategic Boards
- To carry out a process of nominating candidates to the Board of Trustees and Audit Committee and making recommendations to Council
- To carry out a process of nominating Officers of the Institution for election at general meetings
- To evaluate the balance of skills, knowledge, experience and diversity required by the Board of Trustees and the Chairs of the Strategic Committees
- To agree and keep under review role descriptions for a Trustee, Chair of the Board of Trustees, President, Chair of Appian, Honorary Treasurer and the Chairs of the Strategic Boards

- Review the results of the Board of Trustees's performance evaluation process that relate to the composition of the Board of Trustees.
- To carry out a process of bringing forward candidates for nominated council membership for election by Council and in doing this to consider the balance of skills, knowledge, experience and diversity required by the Council

8.2. Composition

The Nominations Panel will be a panel of the Board of Trustees and the Board of Trustees will agree and review the Panel's terms of reference annually. The Panel shall be made up of the President, Immediate Past President, Chair of the Board of Trustees and two Council members who will be elected by Council. The Nominations Panel shall be chaired by the Chair of the Board of Trustees.

The Nominations Panel will be supported by the Chief Executive and Governance Officer.

8.3. Process

The Nominations Panel shall seek nominations from Council to the role of Vice President and Honorary Treasurer. The Panel will consider all nominations and draw up a list to recommend to Council prior to nominating a candidate for election at a general meeting. If there is more than one candidate proposed by the Nominations Panel for a role, the Council will be asked to vote via a ballot prior to election at the general meeting.

For all other Trustees roles, including Chair of the Board of Trustees, Chair of Appian and the Chairs of Strategic Board, but excluding up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine; the young professional trustee who will be put forward by the young professional network and the Region and Nations Trustee who will be put forward by the Regions and Nations; the Nomination Panel will seek nominations from Council and draw up a list to recommend to Council for election. If there is more than one candidate proposed by the Nominations Panel for a role, the Council will be asked to vote via a ballot.

9. CONDUCT OF MEETINGS

Introduction

Meetings shall be chaired in such a way as to ensure the maximum participation of all members and good decision making. Generally speaking, discussion will be led informally by the Chair with discipline being maintained by common consent. However, on occasion formal motions are required (for example, decisions on the appointment of auditors, or setting cheque signing limits). Guidance on formal motions is set out below.

This guidance applies to meetings of the Council, Board of Trustees, Boards and Panels. The Bye-laws set out rules for the conduct of the AGM and EGMs at paragraph 10.

9.1. MINUTES

a) Minutes

Minutes of every meeting of the Council, shall be submitted to, and approved as a correct record at the next following meeting of the Council, even if the next meeting is an extraordinary one.

b) Approval of Minutes

The Chair or the person presiding at the meeting shall put the question that the Minutes submitted be approved as a correct record.

A copy of the approved minutes is stored by the Institution (currently in electronic format), on the following basis:

Council	in perpetuity
Board of Trustees	in perpetuity
Other Boards	20 years (after which the material is weeded for matters of historical interest)
Panels, working groups and networks	5 years

c) Limitation on changing Council or Board of Trustees decisions

Decisions made by Council or the Board of Trustees may not normally be revisited within 6 months of the decision, unless a request is made by at least one third of the members of Council, in writing, or the Board of Trustees asks the Council to revisit its decision.

d) Decisions

Generally speaking, items for discussion in Council, Board of Trustees or Strategic Boards shall indicate whether the item is for Decision, for Discussion (i.e. airing of the issues around the point in question, generally with a view to shaping proposals which will be for decision at a later meeting) or for note (useful information, which members need to be made aware of).

Where an item is 'for decision', the Chair shall ensure that members are aware that a decision is to be made. Proper time shall be devoted to ensuring that members can put their views in favour, or against before a decision is reached. It is the responsibility of the Chair to summarise the issues before the decision is made although he or she may delegate that task to another member of the Council or Board or to a staff member. The Board Secretary will advise whether a formal resolution is required at the end of the discussion (for example, approval of the annual accounts). If a formal motion is not required, the Chair will summarise the view of the meeting, as it will be reported in the minutes and seek the support of the Board on an informal basis. Where a formal resolution is required, a Motion will be moved (normally by the promoter of the recommendation), seconded from the floor, and the decision made on a show of hands. If the motion is not approved, the meeting shall agree what further action if any is required – which will be reported in the Minutes.

Alternatively, if the Chair is of the opinion that the matter has not been sufficiently discussed and cannot reasonably be sufficiently discussed on that occasion, he shall put the Motion to adjourn the debate or meeting to the vote. The original Motion or remaining business shall then stand over as uncompleted business until the next meeting of the Council, Board or Panel, as the case may be.

9.2. VOTING

a) Voting by Show of Hands

Except when a recorded vote or a written ballot is carried out, the method of voting at all meetings shall normally be by show of hands. This also applies when members join a meeting electronically that enables everyone at the meeting to speak to, see and hear each other, then a show of hands will be accepted.

b) Chair's casting votes

Whatever the method of voting, in the case of an equality of votes, the Chair or the person presiding shall have a casting vote whether or not he/she voted before.

c) Voting on Appointments

Where a vote is required on a motion to appoint a Member of the Council to a position to be filled and there are two or more Members nominated for that position, voting may be either by a show of hands or if the Chair or the person presiding thinks fit, by written ballot so that the Member receiving the highest number of votes shall be elected. The Secretary to the Council or Board shall organise the written ballot.

9.3. ATTENDANCE**Attendance record**

Members unable to attend a meeting are asked to notify the Board Secretary in advance of the meeting.

Every Member attending any meeting shall sign his/her name in the attendance book or on the attendance sheet provided for that purpose. If a Member is participating electronically, then the Chair or Board Secretary of the meeting shall record the member's name on the sheet provided.

Records of attendance at each meeting are maintained by the Board Secretary.

9.4. GENERAL MEETINGS

The Institution may hold a general meeting each year as its AGM in addition to any other meetings in that year. Not more than fifteen months should elapse between the date of one AGM and the next. Any general meeting which is not an AGM is an EGM. The trustees can call an EGM, or it may be called by written requisition supported by 200 members. Such a meeting must be held within eight weeks of receipt of the requisition. An AGM and an EGM called for the passing of a special resolution requires at least 14 clear days' notice. Notice is provided to members through publication of the agenda in the appropriate issue of the Institution's journal and on the Institution's website.

The proceedings at general meetings are governed by arrangements set out in detail in the Byelaws (clause 10).

10. SCHEME OF DELEGATION TO THE CHIEF EXECUTIVE

The purpose of the scheme is to codify the delegation afforded to the Chief Executive (CE). It is intended to assist the incumbent in discharging responsibilities attaching to the post thereby improving efficiency and ensuring the smooth running of the Institution on a day to day basis. The scheme is not intended to frustrate the actions of the CE but to ensure that the duties in the job description can be fully exercised. Nothing in the scheme overrides the responsibilities of the Trustees, the Council, the Charter and Bye-laws of the Institution or the Financial Regulations approved by the Board of Trustees. The CE has the right to delegate any function covered by the scheme to other officers of the Institution or to consultants but in all cases the final responsibility for the execution of those functions so delegated rests with the CE.

10.1. Finance

Overview: To be responsible for the financial operation of the Institution in line with the Financial Regulations agreed by the Board of Trustees

- a) To ensure that all funds held by the Institution are properly stewarded on a day to day basis.
- b) To maintain and keep updated the Institution's insurance policies and to ensure all reasonable insurance risks are covered.
- c) To ensure that where there is a legal requirement all returns are approved and submitted on time and any liability discharged as appropriate.
- d) To operate an effective system of controls for ordering, purchasing and all expenditure (including travel).

10.2 Personnel, Health and Safety and Training

Overview: To have overall responsibility for the recruitment, retention, development, training, health and safety and management of employees and contract staff of the Institution

- a) To advise the Board of Trustees on the appropriate staff structures necessary for the delivery of the strategy of the Institution
- b) To service the staff and remuneration panel, including advising on pay and terms and conditions of the staff of the Institution
- c) Recruitment of all staff (with the support of an appropriate Board Member or Member of the Staff and Remuneration Panel in the case of members of the Senior Management Team)
- d) To maintain a confidential file for each member of staff with a contract, up to date job description, appraisal papers and any other personal correspondence.
- e) To manage performance, training and development of all staff and to operate the grievance and disciplinary procedure.
- f) To set up and operate personnel procedures in accordance with the staff handbook.
- g) To prepare and keep up-dated a Health and Safety policy for the Institution.
- h) To prepare a Health and Safety manual/instructions for all for their guidance and well-being.
- i) To ensure the health and safety of all staff and to take whatever action is necessary to maintain a safe working environment and practices for staff,

10.3. Administration

Overview: To implement and ensure the execution of efficient administrative procedures for the smooth running of the offices and the safe stewardship of the Institution's assets.

- a) To maintain a secure, safe, clean and well-maintained office for the use of staff
- b) To put in place and operate a system for the control and best use of all the Institution's assets
- c) To maintain a register of members, and to provide services to members and other stakeholders to time, to budget and in accordance with the strategic plan
- d) To ensure that Boards, Panels, working groups and networks are provided with full secretariat support as appropriate
- e) To provide guidance and support to all Regions/Nations, to ensure their well-being and that they uphold the status of the Institution.

10.4. IS/IT

Overview: To ensure that the Institution has an IT/IS system which is fit for purpose, and able to deliver the strategies of the Institution

- a) To ensure that all hardware and software are in serviceable and working order, if necessary, by the execution of service agreements; to minimise downtime; and to ensure that the systems provide support needed to time and to budget.
- b) To ensure that all software is properly licensed for use by the Institution.
- c) To lay down an 'acceptable use policy' for the use of the internet, email, and the introduction of programmes to ensure the integrity and security of the Institution's computer system.
- d) To ensure registration of records under the GDPR where applicable.
- e) To take out and maintain such subscriptions as are appropriate for the Institution as a learned body and to sustain an up to date technical library by the purchase of e-publications, books, documents, copies of legislation for the benefit of Members and staff.

11. FINANCIAL REGULATIONS

The Charity Commission and Companies House

CIHT is a registered charity in England and Scotland and Republic of Ireland. As such it is required to carry out all its business in conformity with all relevant charity's legislation. Although, as a Chartered Body, the Companies Act does not apply to the Institution, the Institution's policy is to adhere in broad terms to the requirements of the Companies Act. CIHT makes annual returns to all relevant organisations. The Institution's trading subsidiary Appian Trading Limited is registered as a limited company. Returns are made on behalf of the company to Companies House.

The CIHT Financial Regulations provide a framework to ensure a reliable system of internal control is in operation. The Regulations ensure that the institution;

- is financially viable and sustainable
- has effective financial controls over the use of public funds and other funds
- complies with relevant legislation
- safeguards its assets
- achieves value for money

All staff and volunteers holding positions of office are personally responsible for familiarising themselves with the Financial Regulations and ensuring that they comply with them.

The decisions of the Boards must be consistent with the regulations in all respects. The financial regulations are reviewed annually by the Audit Committee. A copy of the current regulations can be obtained from the CEO or Director of Corporate and Business Services.

12. CONFLICTS OF INTEREST

All members of the Institution are required to adhere to the Institution's policy and procedures on Conflicts of Interest. The Policy (and associated procedures) is published on the Institution's website and is also available by request from the Chief Executive and Director of Corporate and Business Services.

The purpose of the policy is to protect the integrity of CIHT's decision-making processes, to enable stakeholders to have confidence in the Institution's integrity, and to protect the integrity and reputation of those involved.

Trustees have a legal obligation to act in the best interests of the Institution, in accordance with CIHT's governing documents, and to avoid situations where there may be a potential conflict of interest. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

Conflicts of interests may arise where an individual's personal, business or family interests and/or loyalties conflict with those of CIHT.

Failure to disclose conflicts of interest:

Where members do not identify or properly respond to a conflict of interest, there can be serious consequences for the affected individual(s), the Institution, and public trust and confidence in charities generally. Where members have acted outside the terms of the Institution's governing document or the law, their decision may not be valid. It could be challenged by the Charity Commission or by an interested party/stakeholder.

Where there is a deliberate intent to exploit a conflict of interest it may be viewed as a type of fraud. The legal and regulatory consequences of such will largely depend on the nature and severity of the conflict, its impact on the Institution, and the ability of the Trustees or Council to remedy the situation and operate in line with their duties.

A member who deliberately fails to disclose a conflict of interest may be subject to disciplinary action under CIHT's Code of Professional Conduct.

13. REGIONS AND NATIONS REGULATIONS

Each Region or Nation is required to operate within the following regulations which are included in the Regions and Nations handbook.

13.1. Membership

The Region or Nation shall consist of members of all classes of the Institution with home addresses in the geographical area covered by the Region or Nation. Any member can however elect to be a member of another Region or Nation, subject to notifying the fact to CIHT's membership department, when for business and/or personal reasons; it would facilitate their attendance at Region or Nation events.

13.2. Objects

The Region or Nation shall act in accordance with, and in furtherance of, the objects of the Institution, as set out in its Royal Charter and Byelaws.

13.3 REGION or NATION Committee

The Region or Nation shall be managed by a Committee consisting of a Chair, one or more Vice-Chairs, a Secretary and a Treasurer (referred to hereafter as "the Officers"), and not less than four or more than fifteen elected members.

The Chair, Vice-Chair and at least 75% of the elected members must be voting members of the Institution.

The Committee can have a maximum of three co-opted members in any one year; but after serving two consecutive years, a co-optee must then either stand down for at least one year or stand for election to the committee. Where a co-optee is elected to the committee without a break, time spent as co-optee shall count towards the six-year limit on continuous service.

A Recruitment and a Web/Communication Officer shall be appointed annually from the Committee.

Regions and Nations are encouraged to include at least two Young Professional members on the Committee.

Regions and Nations are encouraged to set up a separate regional Young Professional Group.

Subject to the exceptions listed below, no other member has the right to attend Committee meetings other than appointed ex-officio members.

13.4. Elections

The election of officers and committee members should comply with the Governance Guidance approved by the Board of Trustees and included in the Regions and Nations handbook.

Any member of the Committee may resign by giving notice to the Region/Nation Secretary.

The committee may fill any vacancy amongst its number which may occur between one AGM and another, but the member so appointed must retire at the next AGM, although if eligible, can stand for election.

All co-opted and ex-officio members shall have full voting rights.

13.5. Ex-Officio Members

The two immediate Past Chairs, any member who is a member of the Institution's Council and any Past President who is a member of the Region or Nation, shall be ex-officio members of the Committee.

13.6. Annual General Meetings

An AGM shall be held not later than 31 May each year at such time and place as the Committee decides. Members shall be informed of the date of the AGM at least 30 days prior to the date via email or direct mail or an advertisement in the Institution's journal. The quorum for the AGM must be a minimum of ten corporate members of the Region or Nation.

13.7. Election of Officers and Committee

Nominations for Officers and Committee members shall be invited with the notice advising members of the date of the AGM and such nominations sought by a specific date.

Each nomination must be supported by four Region or Nation members and accompanied by a signed declaration that the nominee is willing to serve if elected. Nominees and their supporters must be fully paid up members of the Institution.

Where there are two or more candidates for positions of Region or Nation Officers or Committee membership, the Secretary shall send to each voting member of the Region or Nation a balloting list containing the names of the candidates, brief biographical details and where relevant, past committee attendance records, together with details of the vacancies to be filled. Completed balloting lists must be returned to the Secretary without any identification marks not later than 48 hours before the commencement of the AGM.

The Committee, or with its authority the Secretary, shall appoint two scrutineers who are not members of the Committee, to whom the ballot papers shall be delivered unopened for scrutiny and counting. The result of the ballot, signed by the scrutineers, shall be given to the Secretary for announcement at the AGM.

In the event of a tie, the successful candidate(s) shall be decided by lot as the Chair may direct. If a vacancy remains unfilled, it shall be deemed a casual vacancy and may be filled by the Committee as it sees fit.

Members at a General Meeting may, if they so decide, authorise the Committee to elect the Officers, instead of deciding by general nomination and election, provided such authority is given by a majority of at least two thirds of those present and eligible to vote at the General Meeting to which notice of such a resolution has been given.

13.8. Council Representation

a) UK Regions or Nations and Republic of Ireland

Each English Region of the Institution shall elect to Council one voting member who shall be a member of the Region and have an address in the area for which he or she is elected.

Each UK Nation and the Republic of Ireland shall elect to Council up to two voting members who shall be members of the Nation and have an address in the area for which he or she is elected.

All voting members registered in the Region or Nation area shall be entitled to vote in a Region or Nation member election. The elected member(s) will serve for three years and if eligible, can seek re-election for a further three-year term, but thereafter must not seek nomination for election for at least one year.

Ordinary Member elections to Council are open to all voting members and there is no restriction on the number of candidates from a particular Region or Nation.

The Committee should encourage members to stand in Region and Nation and Ordinary member elections.

If a Region or Nation member so elected ceases to reside in the Region or Nation or becomes otherwise ineligible to continue as a member of Council, the vacancy shall be filled by the Committee for the un-expired term of office.

b) Overseas Regions or Groups

Any formerly established Region or Nation or Group outside the UK (excluding the ROI) is entitled to send any nominated member in the UK at the time of the meeting to attend Council as its representative. Overseas Regions or Nations or Groups are invited to send a representative to the Region and Nations Officers' Conference. The Region or Nation or Group will be expected to fund the travel to the UK, and the Institution will fund the cost of the visit whilst in the UK (hotel and internal travel) for up to 4 days.

13.9. Committee Proceedings

The Secretary shall give committee members at least seven days' notice of meetings. There shall be at least four such meetings a year, including the AGM.

The quorum necessary for the transaction of business of the Committee is three members of the committee, of who at least two shall be voting members of the Institution.

The Chair, or in his or her absence a Vice-Chair present, shall preside at all General and Committee meetings, but in the event of their absence members present shall choose one of their number to be Chair of the meeting. In the event of a tied vote, the Chair shall have a second casting vote.

The Committee shall, in addition to administering the affairs of the Region or Nation generally, receive and act upon any instructions from the Institution's Board of Trustees or Council, which will normally be communicated to it by the Institution's Chief Executive.

The President and/or Chief Executive of the Institution shall be entitled to attend all Committee meetings.

13.10. Chair

The Chair shall serve for one year or a maximum of two years continuously and ideally will have previously served for at least one year as Vice Chair.

13.11. Secretary

The Secretary shall ensure that Minutes are taken of the proceedings at every General and Committee meeting and such minutes are retained. Subject to their approval and signing by the Chair at the next succeeding meeting, these Minutes shall be conclusive proof of the proceedings recorded.

The Secretary shall conduct all necessary correspondence for the Region or Nation, issue notice of meetings, prepare agendas and carry out all duties as allocated by the Committee in accordance with CIHT's GDPR policy.

13.12. Region and Nation Treasurer

The Treasurer shall be responsible for ensuring that the financial affairs of the Region or Nation are conducted wholly in accordance with CIHT's Financial Regulations.

13.13. Honorary Examiners

An independent examiner shall be appointed at each AGM to serve for the ensuing year. It shall be their responsibility to inspect the annual accounts and certify them as correct, using the checklist provided by the Institution's Director of Business and Corporate Services.

13.14. Membership and Recruitment

The Recruitment Officer shall prepare and action a recruitment plan for the Region or Nation and make reports to each Committee meeting on progress against it; and liaise with the Institution's staff to maximise recruitment opportunities.

13.15. Web/Communication Officer

The Web/Communications Officer shall be responsible for liaising with the Institution's staff to provide up to date information for the Region's or Nation's website.

13.16. Special General Meeting

A Special General Meeting may be called either by the Committee, or at the request in writing of any twenty Region or Nation members to the Secretary. Such requisition shall state the resolution or business it is desired to be passed or transacted and no other shall be discussed at that meeting. In such cases, the meeting shall be called by the Secretary within 28 days of receipt of the request and the notice shall inform members of the business of the meeting.

14. CONDUCT OF MEMBERSHIP

The Code of Professional Conduct published by the Board of Trustees, gives details (in Section 1) of the *Rules of Professional Conduct* which govern the ethical behaviour of all CIHT members, irrespective of their grade. This is followed, in Section 2, by the *Disciplinary Procedure* which will be followed in the event of a complaint against a member of the Institution, including the right of appeal against a decision.

All members of the Institution are required to act with accuracy and rigour; honesty and integrity; respect for life, law and the public good and be responsible leaders.

In respect of any member who in the opinion of the Board of Trustees fails to comply with the Code of Professional Conduct or who otherwise contravenes the provisions of the Charter or Byelaws, the Board of Trustees may:

- i. Warn the individual as to his or her future conduct; or
- ii. Reprimand him or her; or
- iii. Suspend him or her from membership of the Institutions for such period as the Board of Trustees shall determine; or
- iv. Terminate his or her membership forthwith or from such date as the Board of Trustees shall specify.

Suspension and Permanent Expulsion

In the case where the Board of Trustees decision to suspend or terminate membership of a person from the Institution is confirmed:

A member who is suspended from membership shall immediately return the membership certificate to the Institution. Such a member shall not, during the period

of suspension, be entitled to exercise any of the rights or privileges of membership of the Institution or to use any title, designatory letters, logo or description implying membership, but shall remain in all other respects subject to the Charter and Bye Laws of the Institution and to the Code of Conduct.

A member who is permanently expelled from membership shall thereupon cease for all purposes to be a member of the Institution, and shall immediately return the membership certificate to the Institution, and shall not be entitled to use any title, designatory letters, logo or description implying membership.