

# 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 Institute of Sport and Recreation Management (“ISRM”) was incorporated as a company limited by guarantee under the Companies (Consolidation) Act 1908 in the year of our Lord One thousand nine hundred and twenty one under the name “the National Association of Bath Superintendents”:

AND WHEREAS the Institute for Sport, Parks and Leisure (“ISPAL”) was incorporated as a company limited by guarantee under the Companies Act 1929 in the year of our Lord one thousand nine hundred and thirty five under the name “the Institute of Park and Recreation Administration”:

AND WHEREAS the Chairs of Trustees of ISRM and ISPAL have presented an humble petition to Us outlining their intention to amalgamate their respective Institutes in a new institute for the development, management and administration of sport incorporated as a company limited by guarantee under the Companies Act 2006 and called “the Institute for the Management of Sport and Physical Activity”:

AND WHEREAS the Boards of Trustees of ISRM and ISPAL have by an humble Petition prayed that We might be graciously pleased to grant to the Institute for the Management of Sport and Physical Activity 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 Institute for the Management of Sport and Physical Activity and all other persons who may hereafter become Full Members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of “The Chartered Institute for the Management of Sport and Physical Activity” 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:  
‘the Institute’ shall mean the Chartered Institute for the Management of Sport and Physical Activity as hereby incorporated;

‘the Statutes’ shall mean the Statutes set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;

‘the Board’ shall mean the Board of Trustees of the Institute as from time to time constituted in accordance with the Statutes;

‘Full Members’ shall mean Companions, Fellows and Members of the Institute;

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

3. The objects for which the Institute is established are as follows:

(a) to promote and advance public health by encouraging active participation in sport or other healthy recreation for the public benefit; and

(b) to promote for the public benefit the safety of facilities and services provided for active participation in sport or healthy recreation

in particular (but not exclusively) by:

(i) promoting excellence in the management and development of such facilities and services, including sporting and recreational events and sports tourism;

(ii) advancing education, practical training and the dissemination of knowledge amongst practitioners employed or engaged in the provision of such facilities and services; and

(iii) carrying out or promoting research into, and promoting awareness and understanding of the health and other benefits of well managed sport and recreation facilities and services.

4. In furtherance of the objects of the Institute but not otherwise, the Institute shall have the following powers:

a. to establish programmes of education and training and continual professional development with recognised standards of achievement to support the systematic development and accreditation of members;

b. to undertake or promote research and other projects and to publish the results of such research;

c. to organise conferences, lectures, seminars, workshops, training programmes and other educational events;

d. to publish journals, reports, books, newsletters and other materials in any media;

e. to award scholarships, bursaries, prizes and other grants;

f. to establish and maintain a library and associated information services;

g. to establish, promote and monitor standards of competence, good practice, conduct and ethics and to issue codes of professional conduct and statements of good practice;

h. to organise the activities of members through branches or other structures and provide educational, advisory and other services to members at local, national and international levels for their continuing professional development;

i. to establish, develop and maintain links and to exchange information with other bodies and organisations at local, national and international level;

j. to obtain any Supplemental Charter, Act of Parliament or other order or authority which will assist the Institute to carry its objects into effect or to promote, support or oppose legislative or other measures or procedures affecting the interests of the Institute;

k. to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and to erect, improve and maintain buildings which may be necessary for any of the purposes of the Institute;

l. to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Institute;

m. to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit;

n. to raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation or otherwise;

- o. to establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes connected with the purposes of the Institute or calculated to further its objects;
  - p. to undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
  - q. to set aside funds for special purposes or as reserves against future expenditure;
  - r. to invest the monies of the Institute not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit anywhere in the world, whether or not producing income;
  - s. to appoint as an investment manager for the Institute an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000 and to delegate to an investment manager so appointed power, at his discretion, to buy and sell investments for the Institute provided that where the Institute makes any delegation in accordance with the provisions of this sub-clause it shall do so on terms that:
    - (i) require the investment manager to comply with any investment policy (and any revision of that policy) set down in writing for the investment manager by the Board;
    - (ii) require the investment manager to report to the Board all sales and purchases of investments made on their behalf in accordance with such directions as the Board may from time to time communicate to the investment manager;
    - (iii) require the investment manager to review the performance of the investments with the Board regularly;
    - (iv) entitle the Board to cancel the delegation arrangement at any time;
    - (v) require the investment policy and the delegation arrangement to be reviewed with the Board at least once a year;
    - (vi) require all payments to the investment manager to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board on receipt; and
    - (vii) prohibit the investment manager from doing anything outside the powers of the Board;
  - t. to arrange for investments or other property of the Institute to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a financial expert acting under its instructions and to pay any reasonable fee required;
  - u. to participate in the direct debiting scheme as an originator for the purpose of collecting subscriptions and/or other amounts due to the Institute and to execute any indemnity required by the banks upon whom direct debits are to be originated;
  - v. to purchase, acquire, or undertake all or any of the property, liabilities and engagements of charitable bodies with which the Institute may amalgamate, affiliate or cooperate;
  - w. to insure the members of the Board 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;
  - x. to establish or acquire subsidiary companies; and
  - y. to do all such other lawful things as shall further the attainment of the above objects or any of them.
5. The property and funds of the Institute must be used only for promoting the objects set forth in this Our Charter and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Institute but:

- a. members who are not Trustees may be employed by the Institute and may enter into contracts with the Institute and receive reasonable payment for goods or services supplied;
  - b. members (including Trustees) may be paid interest at a reasonable rate on money lent to the Institute;
  - c. members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Institute;
  - d. members (including Trustees) who are beneficiaries may receive charitable benefits in that capacity.
6. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institute except:
- a. as mentioned in Articles 4w, 5 or 7;
  - b. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Institute;
  - c. an indemnity in respect of any liabilities properly incurred in running the Institute or otherwise to the extent permitted by law;
  - d. payment to any company in which a Trustee has no more than a 1% shareholding;
  - e. in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
7. Any Trustee (or any person connected to a Trustee whose remuneration might result in a Trustee obtaining a material benefit) may enter into a contract with the Institute to supply goods or services in return for a payment or other material benefit but only if:
- a. the goods or services are actually required by the Institute;
  - b. the nature and level of the 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 Article 8;
  - c. in any financial year, no more than one half of the Trustees are subject to such a contract (or have a person connected to them who is subject to such a contract).
8. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee (excluding any interest in the purchase of insurance pursuant to Article 4w) the Trustee concerned must:
- a. declare an interest before discussion begins on the matter;
  - b. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - c. not be counted in the quorum for that part of the meeting;
  - d. withdraw during the vote and have no vote on the matter.
9. The Statutes shall regulate the admission of members of the Institute, the period of membership, the terms and conditions applicable to membership and the manner in which meetings of the Institute shall be convened and the proceedings at such meetings. The Statutes may prescribe the qualifications, rights, privileges and obligations of each grade of membership and the descriptions and designatory letters they may use. The Statutes shall be binding upon the first members of the Institute as well as upon members admitted hereafter.
10. The government of the Institute and the exercise of the powers granted by Article 4 of this Our Charter shall be vested in the Board, which shall have power to order the affixing of the Common Seal to any document which requires to be under seal.
11. The Statutes set forth in the Schedule to this Our Charter shall be the first Statutes of the Institute. The affairs of the Institute shall be managed and regulated in accordance with the Statutes.

12. The Statutes shall remain in force until revoked, amended or added to by a resolution passed by a majority of not less than three-quarters of the Full Members present and entitled to vote at an annual general meeting or at an extraordinary general meeting 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 Council shall be conclusive evidence of such approval.
13. The Institute 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 three-quarters of the Full Members present and entitled to vote 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 Institute, as revoked, amended or added to in the above manner.
14. Subject to the provisions of this Our Charter and the Statutes, the Board may make such regulations as it considers necessary or desirable for the purpose of carrying out the objects of the Institute and shall specify when such regulations are to come into effect. Such regulations may revoke, amend or add to, the regulations from time to time in force.
15. The Statutes may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Statutes shall be prescribed or regulated by regulations or by decisions made by the Board, PROVIDED THAT no such further prescriptions, regulations or decisions shall be repugnant to the provisions of the Statutes or of this Our Charter.
16. Subject to the provisions of this Our Charter and the Statutes, the Board may from time to time make regulations governing its proceedings, and the power to make regulations shall include the power to revoke, amend or add to any regulations theretofore made.
17. It shall be lawful for the Institute at an extraordinary general meeting by a resolution passed by a majority of not less than three-quarters of the Full Members present and entitled to vote at an extraordinary 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 Institute in such manner as shall be directed by such extraordinary general meeting or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Institute for the time being. If, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the Full Members of the Institute or any of them, 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 of the Institute, 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 Institute under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Full Members of the Institute at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable object.
18. 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 Institute 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

*fifth*

day of

*October*

in the

*sixtieth*

year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

CHAKRABARTI



# SCHEDULE

## STATUTES FOR THE CHARTERED INSTITUTE FOR THE MANAGEMENT OF SPORT AND PHYSICAL ACTIVITY

### 1. Interpretation

- 1.1 In the event of any inconsistency between the provisions of the Charter and the provisions of these Statutes, the provisions of the Charter shall prevail.
- 1.2 In these Statutes:
- (a) 'Appointed Board Members' means the members of the Board appointed under Statute 20;
  - (b) 'the Charter' means the Royal Charter granted to the Institute as amended from time to time, whether by Supplemental Charter or otherwise;
  - (c) 'the Effective Date' means the date on which the transfer of the assets and undertakings of the Former Institute to the Institute takes effect;
  - (d) 'the Former Institute' means the Institute for the Management of Sport and Physical Activity;
  - (e) 'the Initial Board' means the Board holding office under Statute 15.1;
  - (f) 'Member' and 'Membership' refer to membership of the Institute within the class of Full Members;
  - (g) 'the Permanent Board' means the Board holding office under Statute 15.4;
  - (h) 'the Seal' means the Common Seal of the Institute;
  - (i) 'the Transitional Board' means the Board holding office under Statute 15.2;

- (j) 'the Transition Date' means such date (being no later than the second anniversary of the Effective Date) as the Board may at its discretion specify for the transition from the Transitional Board to the Permanent Board;
- (k) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing in all its processes and other modes of representing or reproducing words in a visible form; and
- (l) references to statutory provisions shall be construed as references to those provisions as amended or re-enacted from time to time.

### 2. Membership

- 2.1 The existing members of the Former Institute and such other individuals as are admitted to membership in accordance with these Statutes shall, subject to these Statutes, be members of the Institute.
- 2.2 The Board shall, subject to these Statutes, elect to membership applicants who meet the educational and professional requirements of the Institute as laid down from time to time by the Board. The Board may make such regulations as it thinks fit in respect of eligibility for membership, the continuance of membership and transfers between different classes or categories of membership.
- 2.3 An individual who wishes to become a member of the Institute or to transfer from

one class or category of membership to another shall deliver to the Institute a written application in such form as the Board shall from time to time require.

- 2.4 An application for membership or for transfer from one class or category of membership to another shall be determined by the Board which may in its absolute discretion:-
- (a) admit an applicant to membership;
  - (b) transfer an applicant to a different class or category of membership;
  - (c) require an applicant to submit additional information before making any decision;
  - (d) decline to accept an applicant as a member; and
  - (e) decline to transfer an applicant from one class or category of membership to another.
- 2.5 Every member shall use his or her best endeavours to promote the objects of the Institute and shall observe all the regulations of the Institute affecting him or her contained in or effective pursuant to these Statutes.
- 2.6 The rights of every member shall be personal to him or her and shall not be transferable.
- 2.7 A register shall be kept by the Institute containing the names and addresses of all the members, specifying the category of membership together with such other particulars as may be required. Each member shall inform the Institute forthwith of any change of name or address.

2.8 Any member who for any cause whatsoever shall cease to be a member shall remain liable for and shall pay to the Institute all monies then or thereafter payable by him or her by virtue of his or her liability under the Charter and these Statutes.

### **3. Grades of Membership**

3.1 There shall be two categories of member:-

- (a) Full Member; and
- (b) Non-voting member.

3.2 There shall be three classes of Full Member:-

- (a) Fellow;
- (b) Member;
- (c) Companion.

3.3 There shall be three classes of non-voting member:-

- (a) Associate member;
- (b) Student member;
- (c) Affiliate member.

3.4 Membership of the Institute in each category or class shall be conditional on the payment of the appropriate subscription and compliance with the requirements for continuing professional development in accordance with regulations and procedures which the Board considers from time to time to be appropriate.

### **4. Fellow**

The Board may elect as a Fellow a Member who has:

- (a) reached a position of senior responsibility in the field of sports management or development;
- (b) shown significant professional achievement in the field of sports development, management or research; or
- (c) a record of distinguished service in the fields of sports development, management or research.

### **5. Member**

The Board may elect as a Member a person who is active in the fields of sports administration, development, management or research who can demonstrate adherence to the Institute's professional standards and requirements for continuing professional development, in accordance with such regulations relating to qualifications, examinations and experience as the Board considers from time to time to be appropriate.

### **6. Companion**

The Board may invite a person to become a Companion who has made an outstanding contribution to the achievement of the objects of the Institute.

### **7. Associate member**

There shall be eligible to become elected as an associate member a person who is not otherwise eligible for membership of the Institute but who has satisfied the relevant professional standards of the Institute and complies with such regulations relating to examinations and qualifications as the Board considers from time to time to be appropriate.

### **8. Student member**

There shall be eligible to become elected as a student member a person who is aged 16 or over and who is studying (full time or part time) for a qualification of the Institute or on any other course or qualification from NQF Level 3 upwards which is relevant to the areas of sports development, management or administration and who satisfies the relevant professional standards of the Institute and who complies with such regulations relating to examinations and qualifications as the Board considers from time to time to be appropriate.

### **9. Affiliate member**

The Board shall have power to make such regulations, including regulations relating to examinations and qualifications as the Board considers to be appropriate to admit an individual as an affiliate, to allow persons who are not professionally qualified but have an active interest in the objects of the Institute. The Board shall have power to admit an organisation as a corporate Affiliate of the Institute on payment of such subscription as the Board may from time to time



specify and otherwise on such terms and conditions as it may see fit.

## **10. Fees and subscriptions**

10.1 The Board may in its discretion levy admission fees, transfer fees and annual subscriptions on members at such rates as it shall from time to time determine and may levy different rates on different classes or categories of members.

10.2 Every member shall be bound to pay to the Institute such registration fee or such annual or other subscription as shall from time to time be fixed pursuant to these Statutes. All subscriptions and fees shall be paid at the times in the manner and subject to the conditions provided for by these Statutes and by the bye-laws, rules and regulations (if any) prescribed by the Board for the time being in force.

10.3 Annual subscriptions shall be payable annually. Members may pay this subscription in instalments by monthly or quarterly direct debit. Members joining during the subscription year may pay the amount determined by the Board in such manner as may be specified by the Board from time to time.

10.4 Save where payment by instalment is permitted, a decision to admit a new member or to transfer a member from one class or category of membership to another shall not be effective until the appropriate fee (if any) has been paid in full.

10.5 The Board may in its absolute discretion reduce, suspend or waive the amount of any admission or transfer fee or annual

subscription payable by any member or any class or category of member and may permit payment by instalments.

## **11. Designation and certificates of membership**

11.1 The Board may by regulations provide for the form of certificate to be issued to members.

11.2 The following designatory letters may be used:-

- (a) FCIMSPA for a Fellow;
- (b) MCIMSPA for a Member; and
- (c) CCIMSPA for a Companion.

11.3 Members who meet the Institute's requirements in respect of the Institute's professional standards, experience, and continuing professional development, in accordance with such regulations as the Board considers from time to time to be appropriate, shall be eligible to describe themselves as chartered members of the Institute.

## **12. Votes of membership**

12.1 Each Member shall have one vote on a show of hands at any meeting of the Members.

12.2 The Board may make regulations for the conduct of poll voting of Members of the Institute and for the conduct of elections to the Board.

## **13. Termination of membership**

13.1 A member shall cease to be a member:-

(a) on service of written notice to the Institute of his or her resignation as a member of the Institute;

(b) if any subscription or other sum payable by the member to the Institute is not paid on the due date and remains unpaid 28 days after notice served on the member by the Institute informing the member that membership will be terminated if it is not paid, provided that the Board may in its absolute discretion re-admit to membership any person removed from membership on this ground on payment of the unpaid subscription or such part of it as the Board may determine; or

(c) if the Board resolves that the member be expelled on the grounds that his or her continuing membership of the Institute would, in the opinion of the Board, be prejudicial to the interests of the Institute or bring the Institute into disrepute, provided that such a resolution shall not be passed unless the member has been given not less than 14 days' notice of the fact that the resolution is to be proposed, specifying the grounds for expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board.

13.2 Any member who ceases to be a member in accordance with this Statute shall remain liable for all subscriptions and other sums due from the member up to and including the date when he or she ceases to be a member.

## 14. Professional conduct

14.1 The Board shall determine the professional standards to be observed by members including all matters of professional conduct and ethics relating to the maintenance of such professional standards.

14.2 The Board may make and amend regulations concerning professional conduct to be observed by all members and such regulations shall prescribe a code of professional conduct which all members will be required to observe and shall provide a disciplinary procedure for members who fail to observe the regulations and code.

14.3 Such disciplinary procedure shall accord in all respects with the rules of natural justice and, in particular, shall provide that the member involved shall:-

- (a) receive adequate notice of any allegations;
- (b) have an opportunity to refute such allegations;
- (c) be allowed to be accompanied at any hearing;
- (d) be entitled to call and cross-examine witnesses; and
- (e) be able to appeal any decision that is made.

14.4 The Board may delegate such of its powers in relation to the codification and maintenance of professional standards as it may decide from time to time including the preparation and amendment of regulations. All acts and

proceedings undertaken in furtherance of this Statute shall be reported back to the Board as soon as practicable.

## 15. The Board of Trustees

### Initial Board

15.1 From the date of the Charter until the Effective Date, the Board shall comprise the following individuals:

Marc Newey  
Paul Cluett

### Transitional Board

15.2 From the Effective Date until the end of the first Board meeting following the Transition Date, the Board shall comprise:

- (a) the Chair of the Board (if any) appointed under Statute 19.1;
- (b) four individuals elected by the Board of Trustees of the Former Institute from among their number;
- (c) two individuals elected by the Board from among the members of the Nations and Regions Board of the Former Institute as at the date of the Charter; and
- (d) up to two further individuals appointed by the Board following a transparent and advertised recruitment process.

15.3 The recruitment, selection and appointment of the Transitional Board (including its Chair) shall be the responsibility of the Initial Board.

### Permanent Board

15.4 From the end of the first Board meeting following the Transition Date, the Board shall comprise:

- (a) the Chair of the Board elected or otherwise holding office in accordance with Statute 19;
- (b) the Chair and Vice-Chair for the time being of the Nations and Regions Board;
- (c) three individuals elected by the Members of the Institute; and
- (d) four individuals appointed to the Board in accordance with Statute 20.

15.5 The election of members of the Board pursuant to Statute 15.4 (c) shall be by a ballot or ballots of Members, such ballot or ballots to be conducted by postal voting or such other suitable voting method or combination of voting methods as the Board may from time to time prescribe by means of regulations pursuant to Statute 16.2.

## 16. Powers of the Board

16.1 The Board may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Charter or by these Statutes required to be exercised or done by the Institute in General Meeting. No alteration of the Charter, these Statutes or any regulations made under these Statutes shall invalidate any prior act of the Board which would have been valid if such alteration had not been made.

16.2 The Board may make such regulations consistent with the Charter and these Statutes as it may from time to time see fit to regulate the conduct of its own meetings, the calling and conduct of general meetings of the Members of the Institute and any other matters in respect of which it has the necessary powers.

16.3 The continuing members of the Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Board shall at any time be reduced in number to less than six, it shall be lawful for them to act as the Board for the purpose of filling vacancies among the elected members of their body, or of summoning a general meeting, but not for any other purpose.

## **17. Proceedings of The Board**

17.1 The Board shall meet together not less than four times in each year for the conduct of business and may adjourn and otherwise regulate meetings as it thinks fit. The Chair of the Board may (and on the request of one third of members of the Board the Chair of the Board shall) convene a meeting of the Board.

17.2 The quorum for meetings of the Board shall be one third of its membership.

17.3 At every meeting of the Board the Chair of the Board shall preside but if he or she is not present within 15 minutes after the time appointed for holding the meeting, the members of the Board present shall choose

one of their number to be chair of the meeting.

17.4 The Chief Executive of the Institute shall be entitled to attend all meetings of the Board and to address the Board at such meetings but shall have no vote.

17.5 Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.

17.6 A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more members of the Board or any such committee.

## **18. Disqualification and removal of Board members**

18.1 A person shall cease to be a member of the Board if he or she:

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes a compulsory patient under the mental health legislation for the time being in force; or
- (c) resigns his or her office by notice in writing to the Institute; or

(d) is disqualified from being a charity trustee under the Charities Act 1993.

18.2 The Board by a vote of not less than three-quarters of the members present and voting may at any time remove any member of the Board if in their reasonable opinion either he or she has acted in any way that is contrary to the interests of the Institute or he or she is unable to carry out properly the duties of a member of the Board.

## **19. Chair of the Board**

19.1 As soon as reasonably practicable following the date of the Charter the Board shall appoint an individual to act as the Chair of the Board. If the office of the Chair of the Board falls vacant at any time before the end of the first meeting of the Board immediately following the Transition Date, the Board may appoint a successor.

19.2 At the first meeting of the Board immediately following the Transition Date the Board shall elect a Chair from among the candidates put forward by the Nominations Committee established pursuant to Statute 25.1(b). The Chair will hold office for a term of three years expiring at the end of the meeting of the Board immediately following the third annual general meeting after his or her election. A person so elected shall be eligible for re-election for a further term of three years.

19.3 The Board may appoint a person to be Chair of the Board to fill a casual vacancy. A person so appointed shall hold office until the Board

meeting immediately following the next annual general meeting and shall be eligible for re-election at that meeting but this period shall not be counted for the purposes of determining eligibility for re-election under Statute 19.2.

## **20. Appointed Board Members**

- 20.1 At the first meeting of the Board immediately following the first and every subsequent annual general meeting the Board shall appoint such number of Appointed Board Members as the Board shall determine provided that the total number of Appointed Board Members shall not exceed four and provided further that the total number of Board members shall not exceed 10.
- 20.2 One third (or the number nearest one third) of the Appointed Board Members must retire at each annual general meeting of the Institute, those longest in office retiring first and the choice between any of equal service being made by drawing lots. Any person so retiring who remains qualified may be re-appointed at the same annual general meeting.
- 20.3 The Board may appoint a person who is willing to act as an Appointed Board Member to fill a casual vacancy. A person so appointed shall hold office until the first Board meeting following the next annual general meeting.

## **21. General meetings**

- 21.1 The Institute shall in each year hold an annual general meeting in addition to any other meetings held in that year and shall specify the meeting as such on notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Institute and the next. The annual general meeting shall be held at such time and place as the Board shall decide.
- 21.2 The Board may at any time call a general meeting.
- 21.3 On the requisition of no fewer than 10% of the Members the Board shall convene a general meeting for a date not later than eight weeks after receipt of the requisition. Such Members' written requisition shall specify the object of the proposed meeting, shall be signed by the requisitionists and deposited at the principal office of the Institute marked for the attention of the Secretary.

## **22. Notice of general meetings**

- 22.1 All general meetings shall be called by at least 14 days' notice to all Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 22.2 The accidental omission to give notice of a general meeting or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or other proceeding at that meeting.

## **23. Proceedings at general meetings**

- 23.1 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business.
- 23.2 Thirty Members present and entitled to vote on the business to be transacted shall be a quorum.

## **24. Chief Executive**

The Chief Executive shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Chief Executive so appointed may be removed by the Board.

## **25. Committees**

- 25.1 The Board shall establish the following standing committees for the purpose of assisting it in the administration and governance of the Institute and may delegate any of its powers to any such committee as it sees fit:
- (a) an Audit & Probity Committee;
  - (b) a Nominations Committee;
  - (c) a Membership and Disciplinary Committee;
  - (d) a Remuneration Committee;
  - (e) an Education, Training & Professional Development Committee; and
  - (f) a committee in each of Scotland, Wales, Northern Ireland and such regions of England as the Board may



from time to time see fit, whose purpose shall be to represent to the Nations and Regions Board the views of individual members of the Institute in each of those nations and regions and to undertake such other functions as the Board may direct.

25.2 The Board may establish such other committees for the purpose of the administration and governance of the Institute and may delegate any of its powers to any such committee as it sees fit.

25.3 Each committee established under this Statute 25 shall include at least one Trustee but may include individuals who are not Members and individuals co-opted by the committee in order to ensure that the committee has access to such range of skills and experience as may be appropriate to its purpose. The business of each such committee shall be conducted in accordance with such regulations as the Board may from time to time prescribe.

## **26. Nations and Regions Board**

26.1 The Board shall establish, as a committee of the Board, a Nations and Regions Board comprising the Chair of each of the committees established under paragraph (f) of Statute 25.1. The purpose of the Nations and Regions Board shall be to represent to the Board the views of individual members of the Institute in each of those nations and regions and to undertake such other functions as the Board may direct.

26.2 The business of the Nations and Regions Board shall be conducted in accordance with such regulations as the Board may from time to time prescribe.

## **27. Accounts & audit**

27.1 The Board shall cause proper books of account to be kept with respect to:-

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

27.2 Such books of account shall be kept as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions. The books of account shall be kept at the principal office of the Institute or at such other place as the Board thinks fit and shall always be open to the inspection of the members of the Board.

27.3 Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the auditors of the Institute.

27.4 The Board shall appoint auditors following the recommendations of the Audit & Probity Committee.

## **28. Notices**

28.1 The Institute may validly send any notice to a member:

- (a) by delivering it by hand to the address recorded for the member in the register of members;
- (b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members;
- (c) by fax to a fax number notified by the member;
- (d) by electronic mail to an email address notified by the member; or
- (e) by means of a website the address of which has been notified to the member.

28.2 Any notice given in accordance with Statute 28.1 is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
- (b) 48 hours after being sent by first class post to the relevant address;
- (c) 72 hours after being sent by second class or overseas post to the relevant address;
- (d) on being handed to the member personally;
- (e) on the date on which the notice was posted on a website; or, if earlier,



(f) as soon as the member acknowledges actual receipt.

the Board and countersigned by the Chair or Chief Executive.

28.3 In proving service by post it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether the same be actually delivered to the addressee or not.

28.4 A technical defect in the giving of notice of which the members of the Board are unaware at the time does not invalidate decisions taken at a meeting.

## **29. Indemnity**

Every member of the Board or of any committee of the Institute and every agent, auditor and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

## **30. The Seal**

The Seal shall only be used by the authority of the Board or of a committee of the Board authorised in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of