



At the Court at Buckingham Palace

THE 12th DAY OF JUNE 2019

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty in Council has allowed the amendments to the Charter of The Chartered Institute for the Management of Sport and Physical Activity as set out in the Schedule to this Order.

SCHEDULE

AMENDMENTS TO THE CHARTER OF THE CHARTERED INSTITUTE FOR THE
MANAGEMENT OF
SPORT AND PHYSICAL ACTIVITY

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:
 - a) ‘the Institute’ shall mean the Chartered Institute for the Management of Sport and Physical Activity as hereby incorporated;
 - b) ‘the Statutes’ shall mean the Statutes set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;

- c) 'the Board' shall mean the Board of Trustees of the Institute as from time to time constituted in accordance with the Statutes;
 - d) Words importing the singular number only shall include the plural number and vice versa, the words 'they', 'them' and 'their' shall include persons of any 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 delivery of services for active participation in sport or healthy recreation in particular (but not exclusively) by:
 - i. promoting excellence in the management, development and delivery of such facilities and services;
 - ii. advancing education, practical training and the dissemination of knowledge among members employed or engaged in the provision of such activities and services; and
 - iii. carrying out or promoting research into, and promoting awareness and understanding of the health and other benefits of, providing such facilities and of excellence in the pursuance of such services.
4. In furtherance of the objects of the Institute but not otherwise, the Institute shall have the following powers:
- a) to endorse and promote 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 provide 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 regulate standards of competence, good practice, conduct and ethics and to issue codes of professional conduct and statements of good practice;
 - h) to provide educational, advisory and other services to members 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 their 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 its 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, subsistence 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);
 - d) the goods or services are declared and managed through declarations of interest and conflict management.
 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 entry and compliance with continuous professional development criteria, 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 second 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 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 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 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 day of in the year of Our
Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL



At the Council Chamber, Whitehall

THE 12th DAY OF JUNE 2019

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

The Privy Council has approved the revised Statutes of The Chartered Institute for the Management of Sport and Physical Activity as set out in the Schedule to this Order.

Ceri King

SCHEDULE

REVISED STATUTES OF 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', 'Appointed Board Trustees' and 'Appointed Independent Trustees' means the members of the Board appointed by the Nominations Committee or Board of Trustees based on the specific knowledge and skills they hold which will support the furtherance of the Institute's objectives;
 - b) 'Elected Board Members' and 'Elected Board Trustees' means the members of the Board elected as Board Trustees by the Institute's Full Members through the process of a vote;
 - c) 'the Charter' means the Royal Charter granted to the Institute as amended from time to time, whether by Supplemental Charter or otherwise;
 - d) 'Full Members' means members of the Institute with voting powers;
 - e) 'Non-voting Members' means members of the Institute with no voting powers;

- f) 'members' means all members of the Institute, Full Members and Non-voting members;
- g) 'Independent Trustees' means the Board Trustees who are free from any close connection to the Institute and who, from the perspective of an objective outsider, would be viewed as independent. Close connection excludes holding a membership with the Institute;
- h) 'Board Trustees', 'Board Members', 'the Board' and 'members of the Board' refer to both Appointed Board Members and Elected Board Members;
- i) 'the Seal' means the Common Seal of the Institute.

2. Membership

- 2.1 The Board may delegate such of its powers in relation to the codification and maintenance of membership 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.
- 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, transfer from one class or category of membership to another or add an additional class or category of membership shall meet the membership requirements and provide evidence to the Institute in such form as the Board shall from time to time require.
- 2.4 An application for membership, for transfer from one class or category of membership to another or a request to add an additional class or category of membership shall be determined by the Board, which may in its absolute discretion:
 - a) admit an applicant to membership;
 - b) transfer or add an applicant to a different class or category of membership;
 - c) require an applicant to submit additional information before making any decision;
 - d) refer the applicant for further education, training or experience;
 - e) decline to accept an applicant as a member; and
 - f) decline to transfer an applicant from one class or category of membership to another.

- 2.5 Every member shall use their best endeavours to promote the objects of the Institute and shall observe all the regulations of the Institute affecting them contained in or effective pursuant to these Statutes.
- 2.6 The rights of every member shall be personal to them 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, email address, postal address, education or continuous professional development attainment.
- 2.8 Any member who for any cause whatsoever shall cease to be a member shall remain liable for any outstanding monies and shall pay to the Institute all monies then or thereafter payable by them by virtue of their 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) Member;
- b) Fellow; and
- c) Companion.

- 3.3 There shall be four classes of Non-voting Member:

- a) Student Member;
- b) Graduate Member;
- c) Associate Member;
- d) 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 entry requirements, continuing professional development policy and adherence to the code of conduct in accordance with regulations and procedures which the Board considers from time to time to be appropriate.

4. Full Member

4.1 Member

The Board may elect in accordance with such regulations as the Board considers from time to time to be appropriate as a Member a person who is active in the field of sport and physical activity and who:

- a) has entered into a position of delivery, administration, development, management, research or academia;
- b) meets the professional standards in the field of delivery, administration, development, management, research or academia;
- c) maintains their competence through continuous professional development in the field of delivery, administration, development, management, research or academia;
- d) meets the requirements of the code of conduct.

4.2 Fellow

The Board may elect in accordance with such regulations as the Board considers from time to time to be appropriate as a Fellow a member who is active in the field of sport and physical activity and has:

- a) reached a position of senior responsibility through delivery, administration, development, management, research or academia;
- b) shown significant professional achievement in the field of delivery, administration, development, management, research or academia;
- c) a record of distinguished service in the field of delivery, administration, development, management, research or academia; and
- d) demonstrated ongoing compliance to membership requirements, continuous professional development and the code of conduct.

4.3 Companion

The Board may invite in accordance with such regulations as the Board considers from time to time to be appropriate as a Companion a person who has made an outstanding contribution to the achievement of the objects of the Institute.

5. Non-voting Member

5.1 Student Member

The Board may invite in accordance with such regulations as the Board considers from time to time to be appropriate as a Student Member a person who is aged 14 or over and who is studying (full-time or part-time) a qualification endorsed by the Institute.

5.2 Graduate Member

The Board may invite in accordance with such regulations as the Board considers from time to time to be appropriate as a Graduate Member a person who has successfully completed and achieved a qualification endorsed by the Institute and is seeking employment in the sport and physical activity sector.

5.3 Associate Member

There shall be eligible to become 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 not endorsed by the Institute as the Board considers from time to time to be appropriate.

5.4 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 Member, to allow participation of 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 Member 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.

6. Fees and subscriptions

- 6.1 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.
- 6.2 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.
- 6.3 Annual subscriptions shall be payable annually. This may be paid in instalments by monthly or quarterly direct debit.
- 6.4 Save where payment by instalment is permitted, a decision to admit a new member, to transfer a member from one class or category of membership to another or add an additional class or category of membership shall not be effective until the appropriate fee (if any) has been paid in full.
- 6.5 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.

7. Designation and certificates of membership

- 7.1 The Board may by regulations provide for the form of certificate to be issued to Full Members.
- 7.2 The following designatory letters may be used:
- a) MCIMSPA for a Member;
 - b) FCIMSPA for a Fellow;
 - c) CCIMSPA for a Companion;
 - d) MCIMSPA (Chartered) for a Chartered Member; and
 - e) FCIMSPA (Chartered) for a Chartered Fellow.
- 7.3 Full 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 or Chartered Fellows of the Institute.

8. Votes of membership

- 8.1 Each Full Member shall have one vote at any meeting of the members.
- 8.2 The Board may make regulations for the conduct of poll voting of Full Members of the Institute and for the conduct of elections to the Board.

9. Termination of membership

- 9.1 A member shall cease to be a member:
- a) on service of notice to the Institute of their 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 30 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 their 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 has been in line with the published disciplinary procedures;
 - d) adherence to the ongoing maintenance of the membership requirements are not met.

9.2. 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 they cease to be a member.

10. Professional conduct

10.1 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.

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

10.3 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.

10.4 The Board may delegate such of its powers in relation to the codification and maintenance of membership and 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.

11. The Board of Trustees

11.1 The Board

The Board shall comprise of a minimum of 8 and a maximum of 12 members, of which 25% must be Independent Trustees. The Board Trustees shall be taken from the following categories:

- a) the Chair of the Board appointed or otherwise holding office in accordance with Statute 12;
- b) the Senior Independent Trustee or Vice-chair;
- c) Elected Board Members appointed by the Full Members of the Institute; and

- d) Board Members appointed by the Nominations Committee or board of trustees, based on the specific knowledge and skills they hold which will support the furtherance of the Institutes objects.

11.2 The Chair

- a) The Board shall appoint a Chair from among the candidates put forward by the Nominations Committee established pursuant to Statute 20.1. The Chair may 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 their election. A person so elected shall be eligible for re-election for a further term of three years, in accordance with Statute 12.
- b) The Board is responsible for succession planning for the Board of Trustees positions. In the event that the Chair of the Board position needs to be filled, a Board Trustee may be appointed as a temporary basis. A person so appointed shall hold office until the Board has publicly advertised and recruited a new Chair of the Board.
- c) The Board shall elect a Chair via a formal, vigorous and transparent procedure, with the appointment being made on merit, in line with the skills required by the Board and in furtherance of the objects of the Institute.

11.3 Senior Independent Trustee or Vice-chair

- a) The Board shall appoint a Board Trustee to undertake the role of Senior Independent Trustee or Vice-chair.
- b) The Board shall appoint a Senior Independent Trustee or Vice-chair from one of its Board Trustees, with the appointment being made on merit, in line with the skills required by this role and in furtherance of the objects of the Institute.

11.4 Members elected to the Board of Trustees

- a) Full Members of the Institute shall elect by vote members of the Institute to serve as Board Trustees for a term of three years. After the term is served, each Elected Board Member may be eligible for re-election for a further term of three years, in accordance with Statute 12.
- b) Following every annual general meeting the Board shall appoint such number of Elected Board Trustees as the Board shall determine provided that the total number of Elected Board Members shall not exceed three and provided further that the total number of Board members shall not exceed twelve and a minimum of 25% of Board Trustees are Independent.
- c) The election of Elected Board Trustees shall be by a ballot or ballots of Full Members, such ballot or ballots to be conducted via a 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.

11.5 Appointed Independent Trustees

- a) The nominations committee or the Board of Trustees will appoint, by a majority ruling, Board Trustees. Appointed Independent Board Trustees will be eligible to stand for a term of three years. After the term is served, the Appointed Independent Board Trustee may be eligible for a further appointment, in accordance with Statute 12.
- b) The Board shall elect Independent Trustees for the specific knowledge and skills that they hold in furtherance of the objects of the Institute.
- c) In exceptional circumstances the Board may co-opt an Independent Trustee onto the Board to ensure that it has the required skills or experience to achieve the objects of the Institute.

12. Tenures and elapse

All Board Trustees may hold the position of Trustee for a maximum term of three years, with annual evaluations assessing their continued suitability to meet the specific knowledge and skills requirements of the Board of Trustees.

- a) Subject to agreement from the Board, Board Trustees shall be eligible to hold office for a further two terms of three years.
- b) A maximum of three terms of three years may be served by the Board Trustees (irrespective of the position they hold).
- c) After the maximum term, at least four years must elapse before Board Trustees are eligible to stand for any of the Board Trustee positions again.
- d) In exceptional circumstances a Chair or Trustee may hold office for a further year.

13. Powers of the Board

13.1 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.

13.2 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.

13.3 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.

14. Proceedings of the Board

- 14.1 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.
- 14.2 The quorum for meetings of the Board shall be one third of its membership.
- 14.3 At every meeting of the Board the Chair of the Board shall preside but if they are 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.
- 14.4 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.
- 14.5 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.
- 14.6 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.

15. Disqualification and removal of Board Members

- 15.1 A person shall cease to be a member of the Board if they:
- a) become bankrupt or make any arrangement or composition with their creditors generally; or
 - b) become a compulsory patient under the mental health legislation for the time being in force; or
 - c) resign their office by notice in writing to the Institute; or
 - d) are disqualified from being a charity trustee under the charities legislation for the time being in force; or
- 15.2 The Board by a vote of not less than three-quarters of its members present and voting may at any time remove any member of the Board if in their reasonable opinion either they have acted in any way that is contrary to the interests of the Institute or they are unable to carry out properly the duties of a member of the Board.

16. General meetings

16.1 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.

16.2 The Board may at any time call a general meeting.

16.3 On the requisition of no fewer than 10% of the Full Members the Board shall convene a general meeting for a date not later than eight weeks after receipt of the requisition. Such Full Members' written requisition shall specify the object of the proposed meeting, shall be signed by the requisitionists and shall be deposited at the principal office of the Institute marked for the attention of the CEO.

17. Notice of general meetings

17.1 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.

17.2 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.

18. Proceedings at general meetings

18.1 No business shall be transacted at any meeting unless a quorum of 30 Full Members is present when the meeting proceeds to business.

18.2 5% of Full Members entitled to vote on the business to be transacted shall be quorate.

19. 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.

20. Committees

20.1 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) Audit & Probity Committee;
- b) Nominations Committee;
- c) Membership Committee;

- d) Disciplinary Committee;
- e) Appeals Committee;
- f) Remuneration Committee; and
- g) Professional Development Board.

20.2 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.

20.3 Each committee established under Statute 20 shall include at least one Trustee and may include individuals who are 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.

21. Accounts & audit

21.1 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.

21.2 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.

21.3 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.

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

22. Notices

22.1 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 electronic mail to an email address notified by the member;
- d) by means of a website the address of which has been notified to the member;
- e) by text or personal social media account; or
- f) by other appropriate means.

22.2 Any notice given in accordance with Statute 22.1 is to be treated for all purposes as having been received:

- a) 24 hours after being sent by electronic mail 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.

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

22.4 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.

23. 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 them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them 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 them in the execution and discharge of their duties or in relation thereto.

24. 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 the Board and countersigned by the Chair or Chief Executive.