

## Explanation of Special Resolutions

### Background

At the AGM in January 2017, the Chair informed members that CIM would be undertaking a full review of CIM's Charter, Bye-laws and General Regulations to ensure that they are up to date, relevant and a good fit for the organisation going forward.

Since then, The Board of Trustees and the Constitution and Ethics Committee have been working on proposals which resulted in a consultation being held last year, with 25% of Voting Members contacted.

After consideration of the feedback received from both the consultation and the Privy Council, the results of the review are put forward to you as a proposal for your consideration. As there are substantive amendments proposed to the Bye-laws and General Regulations, Resolutions 2 and 3 propose replacing them in full, with three exceptions (Special Resolutions 4-6). Versions of the current Charter, Bye-laws and General Regulations, plus marked-up versions of the proposed amendments are available at [www.cim.co.uk/governance](http://www.cim.co.uk/governance) or by contacting the Institute Secretary.

Special Resolutions 5 and 6 both deal with a proposed amendment that generated greater discussion than the other amendments during the consultation and it was felt that you may appreciate the opportunity to consider these amendments separately.

- Special Resolution 1 – proposal of terminology amendments to the Charter.
- Special Resolution 2 – proposal to replace the Bye-Laws.
- Special Resolution 3 – proposal to replace the General Regulations.
- Special Resolution 4 – proposal that all Voting Members become eligible for Chartered Marketer status.
- Special Resolution 5 – proposal to amend the Bye-laws to allow the co-option of non-voting members to the Board.
- Special Resolution 6 – proposal to amend the General Regulations to allow the co-option of non-voting members to the Board.

### Special Resolutions 1-3 (appendices 1-3)

As well as reviewing the content, the proposals in Special Resolutions 1-3 seek to ensure that the documents are easier to read and use plainer, and more up to date language to make them more accessible, removing duplication and all gender specific language.

We recommend moving the Board composition from the Bye-laws into the General Regulations as it will provide a more flexible approach. As General Regulations, CIM members will still retain control over these criteria, and the Regulations will have to remain within the provisions of the Bye-laws.

We have also organised the documents so that they read in a clearer way by grouping particular areas in the same place as much as they can be. You will see that to aid this clarity we are proposing moving some of our General Regulations regarding adjournment of general meetings, into the Bye-laws.

The other changes that we are proposing are as follows:

- **Disciplinary Provisions**  
CIM's Disciplinary procedures have been re-written. Key features of the proposed new procedures are:
  - Complaint stages are clearly distinguished.
  - If the complaint proceeds to a hearing, CIM will take the complaint forward.
  - An appeals process has been incorporated.
- **Board**  
At the current time the provisions on Board composition are spread across both the Bye-Laws and the General Regulations. We propose grouping these provisions within the General Regulations to give more flexibility in the future.

The proposed changes are to enable a smaller Board to allow greater participation and more effective decision making. The majority of Board members will still be elected.

We are also proposing a revision to the wording of the Charter and Bye-laws to enable the CEO, or executives, to join the Board. We are not proposing any action at this time, and if such a change was recommended then CIM members would need to agree to this by a change in General Regulation.

- **President**  
We have simplified the wording in this section. We also propose making the appointment of a President optional and taking out the reference to the President chairing Board meetings, as this is not appropriate when they are not a Board member.

- Trustee title  
The proposal is to replace "Trustee" with "Director", whereby the Board will be a Board of Directors and members will elect Non-Executive Directors. CIM is not a charity and the Board carries out the duties of Non-Executive Directors.
- General meetings  
We have simplified the language and removed duplication.

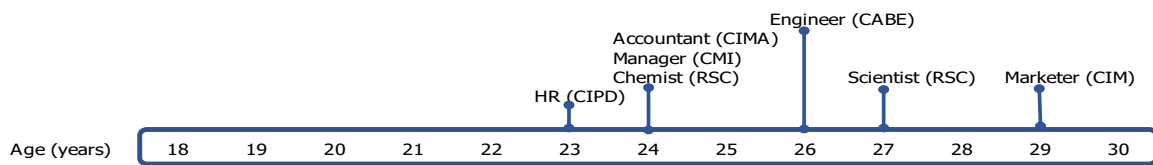
**Special Resolution 4 (appendix 4)**

Currently, in order to gain Chartered Marketer status, a member needs to hold Honorary Fellow, Fellow or Member grade of membership and submit two years' CPD at this grade. Upon completion of the CPD requirement, if not holding a Level 7 qualification in Marketing, the member needs to undertake the Chartered Marketer assessment.

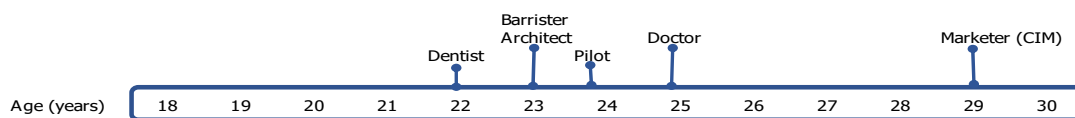
Research has been undertaken as part of a wider working group of other Chartered bodies, which spoke to HR professionals and senior managers with a responsibility for hiring, about recruitment practices and their attitudes and experiences of Chartered professionals.

A key learning was that Chartered status is considered a mark of professional competency and showed a commitment to maintain skills and relevance. However, Chartered recognition needs to be achieved early in a career in order to derive the maximum benefit. For those organisations where the recognition comes after several years of management experience, Chartered status seems to be of less value as those individuals will instead be using their established networks, experience and ways of working, as the natural drivers to progress their career.

The size of the issue for CIM can be seen by the current time taken to achieve Chartered Marketer status when compared to other professions.\*The qualification route has been used for the purpose of comparison.

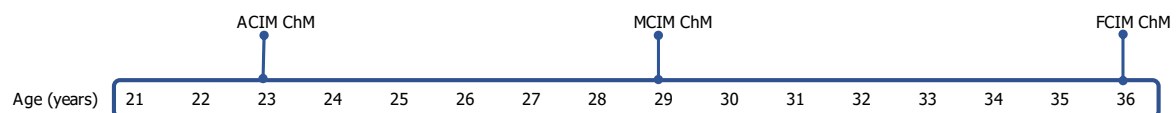


If you then consider the time taken to achieve recognised competency in other professions, the same issue is apparent.



\* This is when a person has finished the required qualification/experience and can start practising at the given profession.

It is proposed to increase the reach of Chartered Marketer status by aligning the status to all grades of Voting Members (ACIM, MCIM and FCIM) and that any Voting Member can achieve Chartered Marketer status by completing two years' CPD requirement, together with the Chartered Marketer assessment. This would result in members being able to achieve Chartered Marketer status in the following time periods.



\*The qualification route has been used for the purpose of comparison.

Linking the two pillars of CIM membership – member grade together with Chartered status will strengthen both messages; making clearer that designatory letters show an individual's qualifications and experience and the Chartered Marketer status demonstrates the relevance and maintenance of their skills without reducing rigour.

**Special Resolutions 5 and 6 (appendices 5 and 6)**

Special Resolution 5 will follow on only if Special Resolution 2 is approved to amend the Bye-laws.

Special Resolution 6 will follow on only if Special Resolution 3 is approved to amend the General Regulations and Special Resolution 5 is approved.

Both Special Resolutions 5 and 6 refer to allowing the Board to consider co-opting members to the Board who would not need to be Voting Members of CIM.

Special Resolutions 5 and 6 are in line with best practice for professional bodies and would allow the Board flexibility if they feel that there is a requirement to recruit a specialist who would not be eligible to join CIM as a Voting Member.

Currently, all members of the Board must be voting members of CIM and therefore meet the membership criteria. The Board can request the guidance of third parties; however, they are not accountable for the future of CIM and the impact of that advice on members. This resolution will allow the Board to consider co-opting members to the Board who would not need to be Voting Members of CIM who will provide expertise and accountability for the advice they bring.

It should be noted that the maximum amount of co-options available would be five (in addition to a core Board of nine elected members) and the term of office is one year (renewable) to a maximum of six years.

## Appendix 1

### Special Resolution 1:

**In accordance with Article 13 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Charter of the Institute shall be altered as follows:**

1. Delete "shall" wherever it occurs, and substitute "will".
2. In Article 4(c), delete "Trustee", and substitute "Director".
3. In Article 6(a), delete "Trustees", and substitute "Directors".
4. In Article 7(a), delete "Chairman" and substitute "Chair" and delete "Vice Chairmen" and substitute "Vice Chairs".
5. In Article 7(a), after the words "as prescribed by" add ", or in accordance with, "
6. In Article 7(b) delete "shall be a President" and substitute "may be a President".
7. Delete Article 9 (b) and substitute "The Bye-laws remain in force until amended as hereinafter provided."

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## Appendix 2

### Special Resolution 2:

**In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be revised as follows:**

Replace the current Bye-laws with the following:

#### "INTRODUCTION AND DEFINITIONS

1. If a definition is provided in the Charter for a word or expression, that is the definition that will apply in the Bye-laws and the Regulations, unless the context requires a different definition. In addition, the following words and expressions used in these Bye-laws and the Regulations will have the following meanings, unless the context requires a different definition:

<b>Words</b>	<b>Meanings</b>
Annual General Meeting	A meeting of Voting Members in accordance with Bye-law 19
Affiliates	Those in the grade of Affiliate
Associate Members	The members of the grade of Associate Member (ACIM)
The Board	The Board of Directors
Charter	The Royal Charter of Incorporation of the Institute of Marketing granted to the Institute as amended or added to from time to time, and all Supplemental Charters for the time being in force
Chartered Marketer	Any Honorary Fellows, Fellows and Members who currently satisfy the requirements in accordance with the provisions of Bye-law 4g
Chief Executive	A person who holds the position of Chief Executive Officer or its equivalent
The Companies Act	The Companies Act 2006 as amended or re-enacted from time-to-time and any subordinate legislation made under it
Director	A member of the Board who shall usually be called a Non-Executive Director or any other title agreed by the Board
Fellows	The members of the grade of Fellow (FCIM)
General Meeting	A meeting of the Voting Members held in accordance with Bye-law 19 or Bye-law 21
Honorary Fellows	The members of the grade of Honorary Fellow (Hon FCIM)
In writing	Written, printed, or otherwise represented or reproduced in a visible form, including email and other electronic forms.

Members	The members of the grade of Member (MCIM)
Membership	The members of the Institute of every grade (Voting and Affiliates) mentioned in Bye-law 2 and the term "membership" will be construed accordingly
Month	Calendar month
Officers	The Chair and Vice Chairs, elected in accordance with the provisions of Bye-law 40, and the expression "office" will be construed accordingly
President	The President of the Institute appointed in accordance with the provisions of Bye-law 48
Regulations	The General Regulations and Board Regulations for the time being in force
Rules of the Institute	Charter, the Bye-laws, the Regulations and all rules made in accordance with the provisions of the Charter, Bye-laws and the Regulations
Vice President	A person appointed to the office of Vice President by the Board in accordance with the provisions of Bye-law 49
Voting Members	The members of the grade of Honorary Fellows, Fellows, Members and Associate Members

A reference to a person or to people will include corporations and firms and other unincorporated bodies or associations.

Any reference to the making of a Bye-law or Regulation will include a reference to the amendment of an existing Bye-law or Regulation.

Headings are inserted for convenience only and do not form part of the Bye-laws nor affect their meaning.

## **MEMBERSHIP OF THE INSTITUTE**

2. There will be four grades of Voting Members of the Institute; Honorary Fellows, Fellows, Members, and Associate Members. There will be one further grade of Affiliate which is non-voting.
3. On the date these Bye-laws come into force and effect members in the grade of "Honorary Fellow", "Fellow", "Member", or "Associate Member" will continue at their current grade of "Honorary Fellows", "Fellows", "Members" and "Associate Members" of the Institute.
4. a. A person can be admitted as a Fellow by the Board if he/she
  - i. is a Member and has been so for two consecutive years; has successfully completed the Institute's Level 7 qualification; and provides evidence of at least ten years in a senior marketing management position including five years at, or close to, Board level. This evidence must show sustained autonomy and responsibility in dealing with complex and unpredictable strategic marketing issues (general or specialist) that transform organisations, processes and plans. In addition, it needs to demonstrate authority, innovation, scholarly and professional integrity, leading and inspiring others to apply the latest marketing skills and techniques, including synthesis and evaluation to solve complex problems which redefine existing professional practice and its interface with different functional areas. Chartered Marketer status must also have been held for a period of no less than five consecutive years at the time of application, or
  - ii. is a Member and has been so for two consecutive years and provides evidence of at least 15 years of significant marketing responsibility and management experience, of which five years should be at, or close to, Board level. Evidence must be provided of sustained autonomy and responsibility in dealing with complex and unpredictable strategic marketing issues (general or specialist) that transform organisations; processes and plans. In addition, he/she needs to demonstrate authority, innovation, scholarly and professional integrity, leading and inspiring others to apply the latest marketing skills and techniques, including synthesis and evaluation to solve complex problems which redefine existing professional practice and its interface with different functional areas, or

- iii. is a Member and has been so for two consecutive years and provides evidence of at least 15 years of marketing experience in a marketing consultancy of which five years should be as a senior consultant working with clients at a strategic level at, or close to, Board level; or
  - iv. has completed the Institute's Level 7 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and provides evidence of attaining and holding the position of Professor or Reader, or provides evidence of teaching marketing at Level 6 or above for a period of at least five years; or
  - v. provides evidence of 15 years' experience at a sustained senior level dealing with strategic marketing issues (general or specialist) including ten years at, or close to, Board level influencing organisational direction and decision making. He/she must demonstrate authority, innovation and professional integrity, applying advanced and specialist marketing skills and techniques, including synthesis and evaluation to solve complex problems which help to redefine existing professional practice and its interface with other functional areas, which implies knowledge at the most advanced frontiers of marketing; or
  - vi. provides evidence of at least 15 years of marketing experience in a marketing consultancy of which ten years should be as a senior consultant working with clients at a strategic level at, or close to, Board level.
- b. A person can be admitted as a Member by the Board
- i. if he/she has completed the Institute's Level 7 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and additionally can evidence his/her ability to deal with operational and strategic marketing issues (general or specialist). In addition, he/she needs to demonstrate autonomy and responsibility for managing complex marketing activities or projects and taking responsibility and/or decision making in unpredictable marketing and/or organisational environments including accountability for marketing budgets over a period of five years; or
  - ii. upon the successful completion of the Institute's Level 6 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and is able to evidence his/ her ability to deal with operational and strategic marketing issues (general or specialist), can demonstrate autonomy and responsibility for managing complex marketing activities or projects and taking responsibility and/or decision making in unpredictable marketing and/or organisational environments including accountability for marketing budgets over a period of seven years; or
  - iii. if he/she is able to provide evidence of sustained expertise through dealing with strategic marketing issues (general or specialist) that have influenced marketing and/or organisational direction and decision making over a period of ten years overall marketing experience of which seven years should be at marketing management and/or senior consultant level including accountability for marketing budgets. In addition, he/she needs to demonstrate authority, innovation and professional integrity, applying advanced and specialised marketing skills and techniques, including synthesis and evaluation to solve complex problems which help to redefine existing professional practice and its interface with other functional areas; or
  - iv. if he/she has satisfactorily completed the Institute's Level 7 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and provides evidence of minimum five years of teaching and/or practical experience.
- c. A person can be admitted as an Associate Member by the Board
- i. upon the successful completion of the Institute's Level 6 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board; or
  - ii. if he/she is able to evidence his/her ability to deal with marketing issues (general or specialist) at an operational level and influence marketing management or organisational decision making over a period of three years. In addition, he/she must demonstrate accountability for the management and utilisation of marketing resources by internal and/or external stakeholders.

- d. A person can be admitted as an Affiliate provided that he/she is actively engaged in or considering a career in a marketing and/or related role or is studying for a marketing qualification or intending to take up studying for a marketing qualification.
  - e. Persons admitted to membership under Bye-laws 4av, 4avi, 4biii and 4cii will not exceed 25% of the total number of Voting Members at any time.
  - f. The Board shall have the power permanently to suspend the provisions of Bye-laws 4av, 4avi, 4biii and 4cii.
  - g. Voting Members in the grade of MCIM, FCIM or Hon FCIM may be recognised as a Chartered Marketer if they meet the Continuing Professional Development requirements as approved by the Board.
  - h.
    - i. To remain as a Chartered Marketer, a member must maintain evidence of their undertaking of Continuing Professional Development and provide such evidence if called upon to do so.
    - ii. Matters relating to the retention of Chartered Marketer status and the criteria to be met for Continuing Professional Development shall be determined by Board Regulation.
- 5.** The Board has the power to admit a person as an Honorary Fellow of the Institute. When considering admission, the Board will look for one or more of the following to be clearly demonstrated:
- a. Contribution to the marketing profession, including contribution to the work of CIM.
  - b. Professional leadership and advocacy
  - c. Innovation and excellence.
- 6.**
- a. Any designatory letters awarded can only be used by members whilst they remain a member.
  - b. Every member of the Institute is entitled to describe himself or herself according to his/her grade of membership as an Honorary Fellow, Fellow, Member, Associate Member, or Affiliate of The Chartered Institute of Marketing.
  - c. Every person admitted as a Fellow or Member or Associate Member is entitled to use the letters "FCIM" or "MCIM" or "ACIM" (as the case may be) after their name. Every Honorary Fellow is entitled to use the letters "Hon FCIM" after their name.
  - d. Every member who has been awarded the Institute's Level 7 qualification in Marketing shall be entitled to use the designatory letters "DipM" after their name. Any person who has been awarded the designatory letters "DipM" at the date these Bye-laws come into force may continue to use them.
  - e. Every Chartered Marketer will be entitled to use such designatory letters as will be determined by Board Regulations.
- 7.** The formalities and methods for the proposal, election and admission of members of any grade and for the transfer from one grade of membership to another shall be specified by Board Regulations.
- 8.** The regulations for the admission and conditions of Affiliates will be determined by the Board. For any purpose of the rules of the Institute, no Affiliate will be regarded as a Voting Member of the Institute.
- 9.** The Board will have complete discretion in determining whether any person may be admitted to membership of the Institute.
- 10.** In accordance with data protection laws, a register of members will be kept. This will contain the names of the members; the grade to which they belong; and the member's last known address and/ or email address.

11. Any member may withdraw from the Institute at any time by giving one month's notice in writing to the Institute Secretary. This person's membership will cease when that notice period has concluded and on the payment of any subscription that may be due.
12. A person who has ceased to be a member for any reason will not be entitled to any repayment of his/her entrance fee or subscription. This applies whether they have paid for the current or a previous year, or in advance.
13. The rights of any member are personal to them. They are not transferable.
14.
  - a. Unless otherwise determined by the Board, the payment of an entrance fee and such annual subscription as will from time to time be prescribed in accordance with these Bye-laws, will be a condition of membership.
  - b. The amounts of entrance fees and annual subscriptions will be set by the Board and will be payable in such manner and upon such dates as the Board will require.
15. A person shall cease to be a member of the Institute if
  - a. he/she resigns in accordance with Bye-law 11;
  - b. he/she fails to pay all subscriptions within three months after they have become due;
  - c. he/she becomes bankrupt or insolvent, or suspends payment or enters into any composition or arrangement with his/her creditors generally, or becomes incapable whether mentally or physically of managing his/her own affairs;
  - d. he/she is expelled from the Institute in accordance with the provisions of Bye-laws 16 to 18;
  - e. The Board resolves that he/she be expelled on the grounds that his/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 will not be passed unless the member has been given not less than 28 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.

Provided that:

1. notwithstanding the happening of any of the above events, the Board may resolve that the membership of any member will continue (whether or not subject to conditions prescribed by the Board). If a member has his/her membership continued subject to conditions and he/she does not satisfy those conditions, he/she will cease to be a member.
2. any person whose membership will cease in accordance with these Bye-laws will remain liable to the Institute for all fees, subscriptions and other sums, which may have been due from him/her at the date his/her membership ceased.
3. Any instrument or document that relates to membership status must be returned to the Institute if membership ceases.

#### **DISCIPLINARY PROVISIONS**

16. The General Regulations will set out the Professional Code of Conduct to be observed by members. Failure to observe the Code will be treated as grounds for complaint against any member.
17. If any complaint is made against any member, it will be considered in accordance with the General Regulations.



18. a. If any complaint against a member will be found to have been established, a decision may be taken in accordance with the General Regulations that:
  - i. no sanction is to be imposed against the member; or
  - ii. the member be censured; or
  - iii. the member be expelled or suspended or that his/her membership be continued only subject to conditions.
- b. A decision taken in accordance with the General Regulations will be final.
- c. All decisions concerning a complaint against the member will be notified in writing to the member and may be further published in such a manner as will be determined.

#### **GENERAL MEETINGS OF THE INSTITUTE**

19. An Annual General Meeting (AGM) will be held in each financial year and there must be not more than fifteen months between Annual General Meetings. The Board will determine the time and location of the AGM. All other general meetings will be called Extraordinary General Meetings (EGMs). An EGM may be called by the Board and if there are not enough Directors on the Board to do this, any Director or Voting Member may call a General Meeting.
20. The following business will be considered at an AGM:
  - a. receiving the Annual Report and the Annual Accounts;
  - b. Appointing or re-appointing the External Auditors; and
  - c. Any other business specified by the Board.
21. 200 or more Voting Members can requisition a General Meeting. The requisitions will need to be in writing, stating fully the objects of the meeting and deposited at the office of the Institute Secretary. A requisition may consist of several documents in like form. All the signed documents must be received within three months of the date of receipt of the first document and if at the end of that period of three months, fewer than 200 dated signed documents have been received, the requisition will immediately lapse in its entirety. On receiving a requisition signed and dated by 200 or more Voting Members, the Board must convene an EGM for a date not later than two months after receipt of that requisition. If no such General Meeting has been convened by the Board within two months of the receipt of such requisition, a General Meeting may be convened by a majority of the requisitionists. The EGM may be held only for the purposes that were specified in the requisition. If an EGM is not convened within two months of the aforesaid period of two months the right to convene an EGM will cease.
22. Any Special Resolution proposed at a General Meeting must be specified as such in the notice of the meeting.
23. All Voting Members of the Institute are entitled to receive notice of, attend and vote at General Meetings. Every Voting Member will have one vote, but no other types of member will be entitled to vote.
24. At least fourteen clear days' notice will be given of every General Meeting.
25. The Chair or, if the Chair is unable or unwilling to do so, a Vice Chair or, if the Vice Chair is unable or unwilling to do so, some other Voting Member elected by those present will chair the General Meeting.
26. A General Meeting needs to be quorate at the time when the Meeting starts for its business to be transacted. The quorum is twenty-five Voting Members present in person.
27. A Voting Member entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend and vote on his or her behalf. The document appointing a proxy will be in the form approved by the

Board and any other forms of proxy will be invalid. A proxy must be a Voting Member. For the proxy to be valid, it must be deposited at the office of the Institute or at such other place as is specified in the notice for the meeting not less than 48 hours before the time of the meeting or the adjourned meeting.

- 28.** Every resolution put to a General Meeting of the Institute will be decided on either a vote on a show of hands or a poll vote. The default method of voting will be on a show of hands, and only Voting Members present in person will be entitled to vote. On a poll vote, both members voting in person and by proxy can vote, and to vote in this way, a poll vote must be demanded either by the Chair or by at least five Voting Members present in person or by proxy. A poll may be demanded before or on the declaration of the result of a show of hands. Unless a poll is demanded, the declaration by the Chair on the result of the vote, and an entry made to that effect in the minutes, will be conclusive evidence of that result.
- 29.** If a poll vote is to be taken it will be taken in such a way as is determined by the Chair and the result of the poll will be deemed to be the resolution of the Meeting. Upon a poll, every Voting Member present in person or by proxy will have one vote. A demand for a poll may be withdrawn, with the consent of the Chair, provided it is withdrawn before the poll is taken.
- 30.**
  - a. The Chair of any general meeting may, with the consent of the Voting Members present at the meeting, adjourn the meeting from time to time and from place to place.
  - b. The Chair will not adjourn a meeting at his/her own will, except in case of disorder. If in any other case (e.g. lack of time to finish business) he/she purports to do so, Voting Members present at the meeting may elect another Chair and proceed with the business.
  - c. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - d. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
  - e. The Chair will not be bound to adjourn a meeting, even if the majority desire him/her to do so.
- 31.** No poll will be permitted upon any question affecting the Chair of the Meeting, or any adjournment of the Meeting.
- 32.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting will be entitled to a second or casting vote.
- 33.** No objection may be made to the validity of any vote except at a Meeting at which the vote is taken. The Chair of the Meeting will be the sole and absolute judge of the validity of every vote taken.
- 34.** Subject to the Charter and these Bye-laws, the General Regulations may regulate all other matters relating to the conduct of General Meetings.
- 35.** The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any Voting Member, or the attendance and voting at any Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the Meeting will not invalidate the proceedings of the meeting, providing the Institute has made reasonable efforts to correct the accidental omission or defect.
- 36.** No Voting Member of the Institute will be entitled to receive notice of, attend, vote at General Meetings of the Institute if he/she has failed to pay all subscriptions within three months after the same have become due from him/her to the Institute.

## **THE BOARD**

- 37.** The direction and management of the Institute and the government and control of its affairs and business will be exercised by the Board, subject to the Charter and Bye-laws.

- 38.** a. Subject to the Charter and Bye-laws and to any directions given by Special Resolution, the Board may exercise all such powers of the Institute. All acts undertaken by the Board on behalf of the Institute that are not required by the Charter or these Bye-laws to be exercised by the Institute in General Meeting, shall be regarded as if they were exercised and done by the Institute itself. No alteration of the Charter, Bye-laws or Regulations and no direction of the members, will invalidate any prior valid act of the Board.
- b. The general powers given by the Bye-law are not limited or restricted by any special authority or power given to the Board by any other Bye-law. All powers exercisable by the Board may be exercised at a meeting of the Board at which a quorum is present or by written resolution as provided in the Bye-laws. The Board may also, by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as it determines.
- 39.** Unless otherwise determined by a General Meeting, there will be a maximum of fourteen Directors. The method of election, appointment and co-option of the Directors, including the eligibility and term of office shall be determined by General Regulations. The persons who at the date of this amendment of the Bye-laws are member of the Board shall (unless they cease to hold office) be the members of the Board until their terms of office ends. The General Regulations may permit members of staff to be Directors (and thereby to receive remuneration as members of staff).
- 40.** The Board will also have Officers, who will be appointed from amongst its members in accordance with General Regulations and whose role will be set by General Regulations. These will consist of:
- a. The Chair
- b. Vice Chair (s)
- c. Other Elective Officers as are determined by General Regulations.
- 41.** Notwithstanding the provisions of all other Bye-laws a Director will vacate office immediately and a Voting Member will not be eligible for appointment or election as a Director if:
- a. he/she ceases to be a Voting Member of the Institute,
- b. he/she resigns by notice in writing to the Institute Secretary,
- c. having been elected to the Board, or being a candidate for election to the Board, he/she no longer meets the eligibility criteria for that election under these Bye-laws or the General Regulations,
- d. a receiving order in bankruptcy is made against him/her or he/she makes any arrangement or composition with his/her creditors,
- e. he/she is incapable either mentally or physically of managing his/her own affairs,
- f. in accordance with the relevant procedure, he/she is found guilty of a disciplinary offence,
- g. a serving Director, is absent from three consecutive meetings of the Board (otherwise than through illness or other reasonable cause) and the Board resolves to terminate his/her membership of the Board,
- h. the Voting Members of the Institute in General Meeting resolve that he/she be removed from membership of the Board in accordance with Bye-law 42,
- i. in the reasonable opinion of the Board he/she has acted in any way that is contrary to the interests of the Institute or he/she is unable to carry out properly the duties of a member of the Board and the Board has, by a vote of not less than three-quarters of the members present and voting removed that member of the Board or determined that that person is not eligible for appointment or election as a Director.

42. Notwithstanding anything in the Bye-laws, the Voting Members of the Institute may by Special Resolution at a meeting remove any Director from his/her membership of the Board before the end of his/her period of office and may by a simple majority of the Voting Members present in person or by proxy and voting at the Meeting appoint another person to be a Director in his/her place. The period of office for a person so appointed will be the period of office that the removed member would have held office if he/she had not been removed.
43. The proceedings of each meeting and decisions of the Board will be determined by or in accordance with Board Regulations.
44. The quorum for meetings of the Board will be half of its current membership, unless otherwise determined by the Board.
45. The Chair or, if the Chair is unable or unwilling to do so, a Vice Chair or, if no-one, some other Director chosen by the Directors present will chair each meeting of the Board.

#### **DELEGATION**

46. The Board will appoint a Chief Executive who will be responsible for the day to day management of the Institute on behalf of the Board and will formulate and bring before the Board plans for the activities of the Institute.
47. The Board will have power to delegate to any members' group, committee, employee or other group or person as it sees fit, such of the powers and functions of the Board (other than the Power to make Board Regulations) as the Board will think fit and to grant powers of sub-delegation. Any committee may include persons who are not members, but a majority of the committee must be members.

#### **PRESIDENTS AND VICE PRESIDENTS**

48.
  - a. The Board may appoint a President who will be a person of outstanding experience and performance in marketing, management or related fields. The President need not have been a member of the Institute but on appointment, if not already a Voting Member, he/she will be deemed to have been admitted as a Voting Member of the Institute by virtue of his/her office, and will remain a Voting Member for the period of his/her office.
  - b. The function of the President will be determined by the Board, but he/she will not have responsibility for the day-to-day governance, direction and management of the Institute.
  - c. The President will be appointed for a maximum three-year term and will be eligible for re-appointment.
49.
  - a. The Board may appoint Vice Presidents. The Vice Presidents will be appointed for a maximum three-year term and will be eligible for re-appointment. The function of the Vice Presidents will be determined by the Board, but the Vice Presidents will have no responsibility for the day-to-day governance, direction and management of the Institute.
  - b. A Vice President need not have been a member of the Institute, but on appointment, if not already a Voting Member, he/she will be deemed to have been admitted as a Voting Member of the Institute by virtue of his/her office and will remain a Voting Member for the period of his/her office.

#### **INDEMNITY**

50. The members of the Board, members of committees, other officials and the staff of the Institute may be indemnified out of the funds of the Institute against any losses, expenses or liability incurred by them in or about the discharge of their respective duties, unless arising from their own negligence or wilful default.

- 51.** No Director or member of a Committee, or member of the staff of the Institute will be liable for any act other than his/her own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through his/her own wilful act or default.

#### **ACCOUNTS AND AUDIT**

- 52.** a. The Board will cause proper accounting records to be kept, which will be sufficient to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
- b. The accounting records will be kept in such place as the Board will determine and will be open to inspection by members of the Board during normal business hours.
- 53.** Once in every year, the Board will lay before the Voting Members in General Meeting its annual report and accounts made up to the end of the immediately preceding Financial Year. This will include a balance sheet made up as at the same date containing all such particulars with regard to the capital, the assets and the liabilities of the Institute. The accounts will include a statement indicating all fees paid and fees due to Directors in respect of services performed by them for the Institute. The annual report will consider the state of the Institute's affairs and it will also have attached to it the External Auditor's report. Every annual report and balance sheet will be signed on behalf of the Board by any Director.
- 54.** A copy of every annual report and annual accounts which is to be laid before the Voting Members in General Meeting will be made available to every Voting Member not less than fourteen clear days before the date of that meeting.
- 55.** At the Annual General Meeting each year, the Voting Members will appoint the External Auditors. No person will be appointed External Auditor who is not qualified for appointment as External Auditor of a private company under the Companies Act or who is or any of whose partners is a Director or member of the staff of the Institute. The auditors will receive such remuneration as may be determined by or with the authority of the Institute in General Meeting. The External Auditors will be eligible for re-appointment. Any casual vacancy in the office of External Auditors may be filled by the Board.
- 56.** At least once in each year, the accounts of the Institute will be examined, and the correctness of the accounts and balance sheet ascertained by the External Auditors. The External Auditors will make a report to the Institute on the accounts examined by them which will, so far as relevant, contain statements as to the matters mentioned in the Companies Act.
- 57.** The auditors will have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institute and will be entitled to require from the Officers and the staff of the Institute such information and explanation as may be necessary for the performance of their duties.
- 58.** An auditor may resign by notice in writing addressed to the Institute Secretary.
- 59.** The auditors will be entitled to receive notice of, attend and speak at any General Meeting.

#### **NOTICES**

- 60.** A notice and any other document may be served by the Institute upon any member either:
- a. personally;
- b. by sending through the post in a prepaid envelope or wrapper addressed to such member at the address that is listed in the Register of Members; or
- c. by electronic means; or
- d. publication on a website of similar medium, subject to Bye-law 63.
- 61.** The method for giving any notice not expressly provided for by or in accordance with these Bye-laws will be determined by General Regulations.

- 62.** Any notice or other documents sent by post will be deemed to have been served four days after the envelope or wrapper containing the same is posted, and in proving such service it will be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and posted. A certificate in writing signed by any officer of the Institute that the envelope or wrapper containing the notice was so addressed prepaid and posted will be sufficient evidence thereof.

Any notice or other documents served by electronic means and by publication on the website or similar medium will be deemed to be given 48 hours after the time it was sent.

- 63.** In the case of service on a website or similar medium notice will be deemed to be served only if:
- a. the member has also been served personally, by post or electronically a Notice of Availability that the notice or other document in question has been so published;
  - b. the notice or other document in question is available for substantially the whole of any relevant notice period.
- 64.** The member is entitled, upon request, to receive the notice or other document in question at no cost by any of the means listed at Bye-law 60 a, b or c above.
- 65.** The signature to any notice to be given by the Institute may be written, printed or electronic.
- 66.** Every notice or application to the Board or to the Secretary, except where otherwise specifically provided by or in accordance with the Rules of the Institute will be deemed to be sufficiently given or made if the same be signed by the person or persons giving or making the same, and delivered to the Institute Secretary personally or be left at the office of the Institute addressed to him or her within normal working hours on any day, except a Saturday, Sunday or public holiday, or be forwarded to him/her at the office of the Institute by post prepaid. Every person giving or making such notice or application will be entitled to require acknowledgement by the Institute Secretary of the receipt of such notice or application."

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## **Appendix 3**

### **Special Resolution 3:**

**In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the General Regulations of the Institute shall be revised as follows:**

#### **"General Regulations on Elections to the Board of Directors**

- 1.** There will be a maximum of fourteen Directors.
- 2.** There will be two categories of Directors:
  - a. Nine elected Directors
  - b. Co-opted Directors, of which there shall be a maximum number of five.
- 3.** All Directors must be Voting Members of the Institute.
- 4.** There will be places for seven Elected Directors from the UK and Europe and two Elected Directors from other regions.
- 5.** All Voting Members will be eligible to vote in the election of Elected Directors.
- 6.** In an election to the Board to fill the vacancies arising, the vacancies for Elected Directors from the UK and Europe will be filled by the candidate or candidates (depending on the number of vacancies) from the UK and Europe with the highest number of votes and the vacancies for Elected Directors from the other regions will be filled by the candidate or candidates (depending on the number of vacancies) from the other regions with the highest number of votes.

- 7.** If, in any year, there are insufficient candidates from a particular region to fill its allocated vacancies, the vacancy will remain until the Board can appoint a member from the appropriate region to fill it. The person so appointed will be appointed to a casual vacancy, to hold office until the conclusion of the next AGM.
- 8.** The criteria for determining the geographical location of a member will be permanent residency in a country within the UK and Europe or the other regions.
- 9.** If, during his/ her term of office an elected Director ceases to be a permanent resident in the region under which s/he was elected, s/he will vacate office immediately in accordance with Bye-law 41 (a) and (c) unless s/he has been appointed as a Chair or Vice Chair, in which case they shall serve for the remainder of their term.
- 10.** Permanent residency will be evidenced by a member both having his/ her registered address in the region, and currently residing in the region. Other factors that may be taken into account include place of permanent employment; where tax is paid; and residency over the preceding six months. Periods of temporary residency outside the region (i.e. of three months or less) will not normally invalidate a member's eligibility to be elected from that region. However, the matter of a member's residency will be for CIM to determine and its decision will be final.
- 11.** Subject to Bye-law 39 and unless otherwise determined by General Regulations or if serving as Chair or Vice Chair, Elected Directors will hold office for a term of three years. In exceptional circumstances a term of office for any vacancy may be altered to a different number of years, by the Board prior to the election, in order to allow for a staggered succession. For all Elected Directors a year in office shall be from the end of one Annual General Meeting until the end of the following Annual General Meeting.
- 12.** The election of persons to fill vacancies as an Elected Director shall be by a ballot or ballots of Voting Members. The ballot or ballots may be by means of either postal voting, the use of any other suitable technology, or a combination of these voting methods, as determined by Board Regulations.
- 13.** Any Voting Member of the Institute of good standing (other than Directors who will have served six years on the Board at the next AGM) shall be eligible to stand as a candidate in such an election subject to satisfying the following conditions:
  - a. is nominated as a candidate by the Board, or
  - b. is nominated by four Voting Members, two of whom must hold Chartered status and/ or be FCIM.
- 14.** Each proposer or seconder may only propose or second one candidate in any one election process.
- 15.** The conduct of the election of Directors shall be the responsibility of the Institute Secretary and shall be as prescribed in Board Regulations.
- 16.** Successful candidates for membership of the Board as Elected Directors shall assume office at the close of the Annual General Meeting, immediately following the election in which they were successful.
- 17.** Elected Directors shall be eligible for re-election for further terms of office as a Director but, subject to Bye-law 41, a person (other than the Chair or Vice Chair) who has served as a Director for six years in the aggregate, whether consecutive or not, shall not be eligible to be re-elected or appointed as a Director unless a period of three years has passed since the conclusion of his/ her last term of office.
- 18.** In the event of an Elected Director ceasing to hold office, for whatever reason, before the end of their term of office, the Board may first appoint some other person to serve as an Elected Director until the next Annual General Meeting. A period of office served as a Director to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election as a Director. At the next scheduled election to the Board of Directors, there shall also be an election to fill this casual vacancy. The term of office for a Director elected to serve in this way shall be for the remainder of the term of office for the Elected Director that s/he shall replace.
- 19.**
  - a. Co-opted Directors are appointed by the Board. The co-option of Directors by the Board shall be conducted in accordance with Board Regulations.

b. The first term of office for a co-opted Director shall be from the date of his/ her appointment, until the close of the next following Annual General Meeting. The Board may co-opt the Director for a future term, to be determined by the Board, and may renew the co-option for further terms. This is provided that a person who has served as a Director for six years in total, whether consecutive or not, shall not be eligible to serve as a Director unless serving as Chair or Vice Chair and unless a period of three years has passed since the conclusion of his/ her last term of office.

20. On the adoption of these regulations, subject to the regulations on maximum term of office the Board may determine the terms of office for the existing Elected Directors at the first Board meeting following the adoption of these regulations to ensure staggered succession.

## **OFFICERS**

21. a. The Board shall elect from among its number by secret ballot (and may remove) a Chair and Vice Chair (or Vice Chairs).

b. A Chair so elected shall assume office at the close of the Annual General Meeting of the Institute immediately following his/ her election to that office and shall continue in that office until the close of the Annual General Meeting following the completion of a two-year term. A Vice Chair so elected shall assume office on such day as may be specified by the Board at the time of his/ her election to that office and shall continue in that office for two years unless removed earlier by the Board. A Chair or a Vice Chair may be re-elected.

c. In the event of a vacancy occurring in any office before the expiry of the period of service, whether through death, incapacity, resignation, removal by the Board following a secret ballot, or for any other reason, the Board shall elect a successor by secret ballot. The appointed successor shall serve for the remainder of the period of service and may be re-elected.

d. Where a Director is elected as a Chair or Vice Chair, s/he shall not be subject to re-election or re-appointment as a Director for the remainder of their service in that role. If a Chair or Vice Chair was elected onto the Board as an Elected Director and s/he ceases to be a Chair or Vice Chair but has not yet served six years on the Board s/he is entitled to remain on the Board as an Elected Director until the next AGM or the remainder of their original term of office in that role, if longer, and to stand for re-election (if eligible).

22. The role and responsibilities of Officers shall be determined by the Board.

## **General Regulations for the Provision of Professional Conduct, Ethics and Disciplinary Procedures in accordance with Royal Charter Bye-laws 16-18**

### **Code of Professional Conduct**

One of the core purposes of CIM is "To promote and maintain high standards of professional skill, ability and integrity among persons engaged in marketing products and services." CIM therefore requires its members to fully recognise and accept their responsibilities to customers, employers, colleagues and fellow marketers, along with the public in general. It is a condition of membership that all members adhere to this Code of Professional Conduct, in order to uphold these responsibilities. A member therefore agrees that s/he will:

- 1. Act with integrity at all times and conduct themselves ethically in a way that brings credit to themselves, the profession of marketing and CIM.**
- 2. Avoid any unfair or unprofessional practice that could potentially injure the business, reputation or interest of any other business or person.**
- 3. Always act honestly in their professional dealings with customers and clients (both actual and potential), employers and employees.**
- 4. Never knowingly or recklessly disseminate any false or misleading information, either on their own behalf or on behalf of anyone else.**
- 5. Keep abreast of current marketing practice and act competently and diligently.**



6. **Seek to avoid conflicts of interest at all times, making prior disclosure of any issues that may arise to all parties. Where a potential conflict arises, a member must withdraw from the matter as soon as they are aware of the conflict of interest.**
7. **Respect confidentiality - keeping all business information confidential except from people entitled to receive it, where it is illegal to do so or where maintaining confidentiality would breach this code.**
8. **Act in a professional and ethical manner when promoting and seeking business.**
9. **Observe the requirements of all other codes of practice which may be of relevance to their professional practice, as long as those requirements do not conflict with this code, or CIM's Constitution.**
10. **Never hold themselves out as having the Institute's endorsement in connection with an activity unless the Institute's prior written approval has been obtained.**
11. **Never use any funds derived from the Institute for any purpose which does not fall within the powers and obligations contained in the Constitution, and any other regulations set by CIM, and/ or which does not fully comply with this code.**
12. **Have due regard for, and comply with, all the relevant laws of the country in which they are operating.**
13. **Never knowingly allow any other CIM member to be in breach of this code. If a CIM member is aware that another member has breached the Code, they have a professional obligation to report this to CIM using the Complaints procedures.**

## **CIM COMPLAINTS PROCEDURES AND DISCIPLINARY PROCEDURES**

### **Introduction**

One of the core purposes of CIM is "To promote and maintain high standards of professional skill, ability and integrity among persons engaged in marketing products and services." CIM therefore requires its members to fully recognise, and accept, their responsibilities to customers, employers, colleagues and fellow marketers, along with the public in general. It is a condition of membership that all members adhere to the Code of Professional Conduct, in order to uphold these responsibilities

When a potential breach of the Code is brought to the attention of CIM, it is treated as a complaint and dealt with under the **Complaints Procedures**. The Institute Secretary determines its validity and as a consequence, whether the complaint is referred for investigation. If, as a result of this investigation, it is concluded that there is sufficient evidence that the Code may have been breached, the Institute takes on the matter and it is dealt with under the **Disciplinary Procedures**.

In establishing both sets of procedures, the CIM has embedded a number of key principles. These are shown throughout the procedures in italic text and are as follows.

- The CIM takes breaches of the Code very seriously. It is committed to fairness and as much expediency in the process as possible – whilst recognising the need for due process.
- The grounds for Disciplinary Proceedings are that the Member appears to have demonstrated conduct that is in breach of the Code. Therefore, any complaint raised with (or by) the Institute will be considered first under the Complaints Procedures. A complaint needs to be validated and investigated to determine if there is a case to be heard. A complaint will not be investigated if it cannot be validated or there are circumstances that prevent sufficient evidence being gathered.
- Investigations are undertaken by an Investigation Officer who will be independent. The Investigation Officer will not be a member of the Disciplinary Committee or the Board of the CIM.
- Disciplinary Proceedings are between CIM (not the original Complainant) and the Member.

- CIM operates under the presumption of full disclosure of information to both the Complainant (during the complaints process) and the Member. Subject to that full disclosure, all records relating to a complaint are confidential and not disclosed to anyone who is not involved in an Investigation or disciplinary proceedings.
- When a Member is found to have breached the Code, CIM will usually publish the decision unless the Disciplinary Committee has determined that there is a good reason not to.

## CIM COMPLAINTS PROCEDURES

### Definitions

Code of Professional Conduct ('the Code')	The Code of Professional Conduct of CIM that was in effect at the time the matter complained of occurred.
Institute Secretary	The Secretary of CIM as appointed under its Charter and Bye-laws or nominated alternative appointed by the Board if the Secretary is unavailable.
Disciplinary Proceedings	Proceedings which take place under the Disciplinary Procedures (which are a separate document)
Member	The Member of the Institute about whom the complaint is made.
Complainant	The person, or organisation who raises or pursues* the complaint against the Member. (*If Disciplinary Proceedings commence, this is the CIM)
Referral	A complaint that has been referred to an Investigation Committee.
Writing	Anything written, printed or lithographed, or partly one and partly another, and other means of representing or producing words in a visible form (e.g. including emails and faxes and other electronic forms).
Investigation Officer	The Officer who is responsible for receiving, interpreting and investigating allegations of misconduct on behalf of the Board of CIM. The Investigation Officer is appointed by the Board. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Investigation Officer.
Investigation Reviewer	A person who is appointed to review the decision of the Investigation Officer if this is requested. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Investigation Reviewer.
Day/s	Day shall include weekends and bank holidays. In relation to the period of a notice, it includes the day when the notice is deemed to be given and the day for which it is to take effect. Notices are deemed to be given or take effect on the day given, if given electronically, by hand or by fax, and two days after being sent, if sent by first class post.

### 1. Raising a complaint with the CIM

*The grounds for disciplinary proceedings are that the Member appears to have demonstrated conduct that is in breach of the Code. Therefore, any complaint raised with (or by) the Institute will be considered first under the Complaints Procedures. A complaint needs to be validated and investigated to determine if there is a case to be heard. A complaint will not be investigated if it cannot be validated or there are circumstances that prevent sufficient evidence being gathered.*

- 1.1 The Code, Complaints Procedures and Disciplinary Procedures only apply to individuals who are members of the CIM at the time the complaint is raised.
- 1.2 A complaint concerning a member may be raised by any person or organisation, e.g.:
  - a. CIM itself;
  - b. another member of the CIM;
  - c. an employer or former employer of the Member;
  - d. an employee or colleague of the Member;
  - e. any other person or organisation.
- 1.3 The Chief Executive and CIM Chair shall have a duty to raise a complaint for investigation if there is evidence of a breach of the Code and it is in the interests of CIM to take the complaint forward. In such cases, it is the Institute itself who is the Complainant.

- 1.4 If an individual, organisation, Chief Executive or CIM Chair considers that there is evidence that a Member may have breached the Code, they should notify the Institute Secretary of the complaint in writing. CIM provides a form to be completed which must be used to provide the basic information required for the Institute to progress the matter. This will include:
- a. the name and contact details of the complainant;
  - b. the name of the Member who is the subject of the complaint (the Member complained of);
  - c. disclosure of the relationship between the complainant and the Member complained of (if any);
  - d. a clear and concise summary of the allegation (including date(s));
  - e. details of how the Code of Professional Conduct has been breached;
  - f. any supporting documentation that substantiates the complaint;
  - g. confirmation as to whether any legal proceedings are intended, or have already commenced, or if the complaint has also been made to another professional or regulatory body;
  - h. consent that all documentation that has been submitted may be disclosed to the member complained of; and to other relevant third parties.
- 1.5 If the complaint that is raised is subject to legal proceedings; employment tribunal proceedings, other employment proceedings (e.g. disciplinary or grievance hearings) or the complaint is being considered by another professional or regulatory body, the complaint will be placed on hold for investigation until after those proceedings have finished. This will enable the Investigation Officer to look at the evidence presented, and the conclusions reached of the hearing or proceedings.
- 1.6 The CIM does not usually consider complaints on matters that occurred, or that could reasonably have come to the attention of the Complainant, more than 12 months prior to the raising of a complaint by the Complainant.
- 1.7 Potential Complainants should be aware that even if a Member is found to have breached the Code, the CIM cannot pay any compensation nor require a Member to do so. Potential penalties for Members found to have breached the Code are limited to those described in the 'Disciplinary Procedures'.
- 1.8 Once the necessary details regarding a complaint have been provided, the Institute Secretary shall check to determine if there is sufficient information for the complaint to be dealt with under the Complaints Procedures. This is the validation process by which s/he will determine whether:
- a. the complaint should be taken forward, in which case the Institute will make it a 'referral' for investigation (see section 2); or
  - b. the complaint should stay 'on hold' awaiting completion of any pending civil or criminal action in tribunal or court, and/or completion of any other proceedings; or
  - c. the complaint cannot be taken forward as either insufficient information has been presented to establish that the complaint is admissible, or the complaint does not refer to behaviour or actions covered by the Code or the complaint does not relate to a current Member of CIM (and a Member at the time the action complained of was carried out).
- 1.9 The Institute Secretary shall notify the Complainant within 21 days if the complaint is or is not valid.
- 1.10 If the complaint is not valid, the Member complained of will not be notified. A Member will be advised of the complaint at the point of referral or the placing on hold, of a complaint that has been raised about them, and its nature. This is prior to the steps set out in section 2.
- 1.11 If the Institute Secretary determines that a complaint cannot be validated the Complainant has the right to ask that this decision be reviewed. They must make such a request within 28 days of the notification of the decision being sent. Any such a request will be referred to the Investigation Officer who shall report back to the Institute Secretary and the Complainant. The decision of the Investigation Officer shall be final and absolute.
- 1.12 If a complaint is validated and referred for Investigation, or put on hold, the Institute Secretary will write to the Member complained of by recorded delivery or registered mail advising them of the details of the valid complaint, the procedures CIM will follow in handling the matter and the possible sanctions. The Member complained of will be requested to send a written response to the complaint or an explanation of why this cannot be done, to the Investigation Officer within 28 days of the posting date.

## **2. Investigations**

*Investigations are undertaken by an Investigation Officer who will be independent. The Investigation Officer will not be a member of the Disciplinary Committee or the Board of the CIM.*

- 2.1 CIM shall have an Investigation Officer who shall be appointed by the Board. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Investigation Officer.
- 2.2 On validating a complaint the Secretary will forward the complaint to the Investigation Officer under confidential cover.
- 2.3 If it comes to the attention of the Investigation Office that legal or other proceedings are intended or have already commenced or the complaint is being considered by another professional or regulatory body, s/he may determine that the complaint is put on hold by CIM until the outcome of such investigations are known. The complainant and the Member complained of will be notified that this decision to defer has been made.
- 2.4 It is the responsibility of the Investigation Officer to find out the facts of the case, and to do so s/he may appoint an Investigator to investigate the matter on his/ her behalf. If an Investigator is appointed this shall be done with the agreement of the CIM Chief Executive (or equivalent). An Investigator can work alongside the Investigation Officer and / or the Investigation Officer can give the Investigator any of his/ her powers to undertake the investigation on his/ her behalf.
- 2.5 In carrying out the investigation the Investigation Officer or Investigator can:
  - a. consult with the complainant and other parties as appropriate;
  - b. have power to call for such information, including papers and records, as is necessary to enable him or her to discharge his/ her functions. It will be the duty of any Member to provide such information or documents that they can legitimately provide;
  - c. In rare instances, and with the agreement of the CIM CEO, obtain additional resources or assistance;
  - d. prepare a report that lays out the findings and conclusions, which should include an opinion on the facts of the complaint. This report will form part of the evidence and will be used at the hearing in the event that the complaint is heard as part of the Disciplinary Procedures. The report will be prepared within 84 days of the complaint being received by the Investigation Officer. If this is not possible, for exceptional circumstances, the Disciplinary Chair (see below) will be informed of the delay and will need to agree to it or determine if no further action is to be taken. The complainant and the Member complained of will be kept informed, if an investigation conclusion is delayed.
- 2.6 The Investigation Officer, or an Investigator, will abstain from taking part in the consideration of a complaint if s/he has had previous dealings with the Member complained of personally or professionally; or has taken part in the previous consideration of the complaint or any aspect of the complaint; or has any other conflict of interest. If the Investigation Officer needs to abstain, the Disciplinary Chair will appoint a relief Investigation Officer.
- 2.7 The investigation will comprise a full assessment of the referral and any other relevant matters that emerge. It will seek supporting and substantiated evidence in writing or orally, as appropriate, from the Complainant, the Member concerned or any other appropriate source. In considering the referral the Investigation Officer should take account of such legal and technical advice as is considered necessary by the Investigation Officer in agreement with the Institute Secretary.
- 2.8 Following completion of an investigation, a report will be compiled by the Investigation Officer, on the basis of the evidence collected. This will conclude, with written reasons, whether:
  - a. There is sufficient evidence to take the referral forward, and Disciplinary Proceedings should commence; or
  - b. That the complaint be dismissed on the grounds that there is insufficient evidence; that it is vexatious; represents an abuse of process; or does not justify investigation.
- 2.9 The Investigation Officer will send a copy of the report to the Institute Secretary and a summary of the conclusion to the Complainant and the Member in writing within 14 days of that decision being reached.
- 2.10 If the Investigation Officer determines that disciplinary proceedings shall commence the referral will become a 'case' and a full copy of the report will be sent to the Member as part of the separate Disciplinary Procedures.

- 2.11 If the complaint becomes a disciplinary case CIM is then responsible for presenting evidence in the case to the Disciplinary Committee. The original Complainant may be called as a witness but will not have a right to attend. Further information about the process is set out in the Disciplinary Procedures.

### **3. Review of Investigation Officer conclusions**

- 3.1 If the decision of the Investigation Officer is to dismiss the referral, the Complainant or CIM have the option of asking that the decision of the Investigation Officer be reviewed. They must do so within 21 days of being notified of the decision, indicating their reasons for the matter to be reviewed. The reasons must be one or more of the following.
- a. That the procedures have not been followed or correctly applied.
  - b. That the Investigation Officer failed to take into account a relevant matter; or improperly took account of some matter.
  - c. That the decision of the Investigation Officer was perverse.
  - d. That there is new evidence.
- 3.2 The review will be conducted by an Investigation Reviewer who will be appointed by the Appointments and Remuneration Committee Chair. S/he shall review the investigation report and the evidence in the light of the reason(s) submitted above. The referral will not be re-investigated.
- 3.3 The Investigation Reviewer will be appointed within 21 days of the review being requested and will report back within 21 days of being appointed.
- 3.4 The Investigation Reviewer will send a copy of the review report to the Institute Secretary and a summary of the conclusion to the Complainant and the Member in writing. The decision of the Investigation Reviewer shall be final and absolute.
- 3.5 If the Investigation Reviewer determines that disciplinary proceedings shall commence the referral will become a case and a full copy of the report will be sent to the member as part of the separate Disciplinary Procedures.

### **4. Resignations and withdrawals**

- 4.1 If a Member resigns whilst a complaint is being investigated, the proceedings will continue as if they continued in membership unless the Investigation Officer determines that there is good reason not to.
- 4.2 Whilst the Complainant may withdraw the complaint at any time, if the Institute has begun the investigation process the Investigation Officer may choose to proceed with the investigation.

### **5 Information and Confidentiality**

*CIM operates under the presumption of full disclosure of information to both the Complainant and the Member. Subject to that full disclosure, all records relating to a complaint are confidential and not disclosed to anyone who is not involved in the Investigation or the Disciplinary Proceedings.*

- 5.1 CIM will ensure that any personal details sent to it are kept confidential to the parties, and those involved in the Investigation (or the Disciplinary Hearing if the referral becomes a case). A Complainant should be aware that, when a complaint is referred for Investigation, CIM will write to the Member immediately to tell him/her. The identity of the Complainant may therefore become known to the Member at this stage.
- 5.2 All records relating to a complaint or referral are confidential and not disclosed to anyone who is not involved in the Investigation (or the Disciplinary Hearing if the complaint proceeds to the Disciplinary Procedures). Both the Complainant and the Member are expected to respect this confidentiality and will be made aware that not doing so may affect the proceedings.
- 5.3 CIM will aim for full transparency and disclosure of information to both the complainant and the Member concerned. The presumption shall be that evidence will not be considered by the Investigation Officer unless it is available to all of the parties.
- 5.4 It is not usually possible for a Complainant to remain anonymous. Whilst there may be some instances when the Institute will take up the complaint if anonymity is critical, it will usually be the situation that a person who raises a complaint will need to identify themselves to the Member in order for CIM to use the evidence that they provide.
- 5.5 Decisions of the Investigation Officer will be reported to the CIM Board.

5.6 Records, data, evidence and manuscripts relating to complaints raised will be held for six years from the date of resolution and then destroyed.

## 6. Resubmission of a complaint

6.1 Any decision taken under this procedure to dismiss or reject a complaint is final, subject to the review procedures set out above. Once dismissed or rejected, a complaint relating to the same incident or behaviour can only be raised again where, in the opinion of the Institute Secretary, substantive new evidence is presented to CIM. In this instance, the matter shall be regarded as a new complaint.

## CIM DISCIPLINARY PROCEDURES

### Definitions

Code of Professional Conduct ('the Code')	The Code of Professional Conduct of CIM that was in effect at the time the matter complained of, occurred.
Disciplinary Proceedings	Proceedings which take place under these Procedures.
Member	The Member of the Institute about whom the case relates.
Case	A complaint that is heard by a Disciplinary Committee.
Institute Secretary	The Secretary of CIM as appointed under its Charter and Bye-laws or nominated alternative appointed by the Board if the Secretary is unavailable.
Case Officer	The member of CIM staff, or advisor, who presents the case against the Member to the Disciplinary Committee. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Case Officer
Day/s	Day shall include weekends and bank holidays. In relation to the period of a notice, it is that period including the day when the notice is deemed to be given and the day for which it is to take effect. Notice is deemed to be given or take effect on the day it is given if given electronically, by hand or by fax, and two days after being sent, if sent by first class post.
Investigation Officer	The Officer who is responsible for receiving, interpreting and investigating allegations of misconduct on behalf of the Board of CIM. The Investigation Officer is appointed by the Board. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Investigation Officer.
Writing	Anything written, printed or lithographed, or partly one and partly another, and other means of representing or producing words in a visible form (e.g. including emails and faxes and other electronic forms).
Disciplinary Hearing	The formation of a disciplinary Committee to hear a case.
Disciplinary Committee	The Committee appointed by the Board in accordance with Section 2 below to consider allegations of misconduct and determine the action to be taken.
Disciplinary Appeal Committee	The Committee appointed to consider an appeal.

*The CIM takes breaches of the Code very seriously. It endeavours fairness and as much expediency in the process as possible – whilst recognising the need for due process.*

### 1. Disciplinary Proceedings

*The grounds for a case being considered under these procedures are that the Member appears to have demonstrated conduct in breach of the Code.*

1.1 The Code, Complaints Procedures and Disciplinary Procedures only apply to individuals who are members of the CIM at the time the complaint is raised.

1.2 Disciplinary Proceedings will commence when the Investigation Officer/Reviewer has determined that there is sufficient evidence following a referral (investigated under the Complaints Procedure) to suggest that a Member has breached the Code. At this point the referral becomes a case. CIM is responsible for presenting evidence in the case to a Disciplinary Committee. The original Complainant may be called as a witness but will not have a right to attend.

- 1.3 The Investigation Officer, with the agreement of the Disciplinary Committee Chair, may agree to refer a complaint to Board for a decision to expel or to suspend a Member with no need for the matter to be reviewed by the Disciplinary Committee. This will usually occur only when a Member has been found guilty by a criminal court of an offence that could prejudice his/ her ability to comply with the Code of Professional Conduct of CIM.
- 1.4 A member of CIM staff, or advisor will be selected by the CEO to take on the role of Case Officer and take the case forward. The Institute Secretary, Directors and members of the Disciplinary Committee are not eligible for appointment as the Case Officer.
- 1.5 The Member will be notified within 14 days of the decision of the Investigation Officer/ Reviewer that Disciplinary Proceedings are to commence, and a full copy of the Investigation Report (and if in existence an Investigation Review Report) will be sent to them.
- 1.6 The Investigation Officer will present the report to a Disciplinary Hearing.

**2. Disciplinary Committee**

- 2.1 The Disciplinary Committee shall consist of up to seven members appointed by the Board of Directors. Two of those members so appointed shall be independent members, that is to say persons who are not members of CIM and who will usually not be marketers. The following shall not be eligible for appointment to the Disciplinary Committee:
  - a. CIM Directors
  - b. CIM staff.
- 2.2 The quorum of the Committee shall be three, at least one of whom shall be an independent member.
- 2.3 The Committee may act by a majority of the members present, and in the case of an equality of votes the Chair shall have a casting vote.
- 2.4 A Disciplinary Committee Member shall not take part in any Disciplinary Hearing if s/he has had previous dealings with the Member complained of personally or professionally; or has taken part in the previous consideration of the complaint or any aspect of the complaint; or has any other conflict of interest. If additional committee members need to be appointed to ensure that the Committee is quorate, the Appointments and Remuneration Committee Chair shall have authority to appoint additional committee members for the purpose of those disciplinary committee hearings. If, for any reason, it is not possible for all of the Disciplinary Committee Members to have no previous dealings with the Member complained about, legal advice shall be taken, and the Committee can proceed, provided the reasons for the involvement of these members are recorded.
- 2.5 The Institute Secretary shall act as secretary to the Disciplinary Committee and shall be responsible for ensuring that a record of the proceedings at a hearing is kept. If the Institute Secretary cannot act, an alternate Secretary shall be appointed by the Disciplinary Committee Chair.

**3. Disciplinary Proceedings**

*Preparation*

- 3.1 The Institute Secretary, or alternate, in consultation with Disciplinary Committee members, shall fix a date and place for the case to be considered and, at least 28 days before the Hearing and:
  - a. give notice to the Member, Investigation Officer and Case Officer of the date, time and place, and proceedings of the Hearing;
  - b. circulate the Investigation Report to the Member and the Case Officer;
  - c. provide the Member with the names of the Case Officer and the members of the Disciplinary Committee;
  - d. require the Member to give notice, at least 14 days prior to the Hearing, of whether they will attend, and whether they will bring any other person with them;
  - e. notify the Member that they have the right to make a written submission to the Committee, if s/he wishes. Any such written submission must be submitted 14 days before the hearing;
  - f. notify the Member and Case Officer that they have the right to call witnesses. Details of any witnesses to be called by any of the parties must be given to the Disciplinary Committee Chair within 14 days of the hearing.
- 3.2 Written submissions, and additional witnesses, can only be submitted less than 14 days before the commencement of the Hearing with the agreement of the Disciplinary Committee Chair. Any written submissions provided, and details of witnesses, shall be circulated to all parties at least 7 days before the hearing (or as soon as possible if accepted by the Disciplinary Committee Chair after that date).

### *The Hearing*

- 3.3 With the agreement of the Member, the Case Officer and the Disciplinary Committee Chair the Hearing may be conducted by correspondence or by tele-conference.
- 3.4 The Member will have the right to attend the Hearing. They may be supported by any other person, including a legal advisor, at their own cost. That person cannot however represent them, or speak for them, in any way. They may usually only be supported by one other person, unless the Disciplinary Committee Chair has agreed otherwise.
- 3.5 If the Member does not attend the hearing and the Committee is satisfied that correct notice was given, it may proceed in his/her absence.
- 3.6 The Disciplinary Committee may have the assistance of its own legal advisor (who may be appointed by the Disciplinary Committee Chair) to advise on matters of law and procedure as it sees fit. The legal advisor may be present at the hearing and may advise the Committee in private. Where the legal advisor advises the Committee in private, s/he will inform the Member and Case Officer of the advice s/he has given. The Committee may also have the assistance of technical advisors, who shall be appointed and advise in the same way, and it may also call for expert witnesses.
- 3.7 The order in which a Hearing will normally proceed (subject to the discretion of the Disciplinary Committee Chair), as follows:
- a. introductions shall be made;
  - b. the procedure to be followed will be explained by the Disciplinary Committee Chair;
  - c. the Investigation Report will be presented by the Investigation Officer;
  - d. the Case Officer and then the Member will be given the opportunity to speak;
  - e. the Committee will put to the Case Officer and then the Member any questions arising out of these matters which the Committee considers pertinent;
  - f. any witnesses will be heard – first the witnesses called by the Case Officer and then the Witnesses called by the Member. The Member will have the opportunity to cross examine any witnesses called by the Case Officer, and the Case Officer will have the opportunity to cross examine any witnesses called by the Member. The Committee will put to the witnesses any questions arising out of these matters which the Committee considers pertinent. Written witness statements may also be considered, if agreed by the Committee;
  - g. the Committee will put to the Case Officer and then the Member, any questions arising out of the witness statements;
  - h. the Case Officer and then the Member will be given the opportunity to address the Committee in conclusion;
  - i. the Case Officer; Member, the Investigation Officer and any other persons (excepting any legal advisor or support to the Committee and its secretary) will be asked to withdraw while the Committee considers if the Code has been breached and if so, in what way. If the Code has been breached, the Committee shall also agree what sanctions shall be imposed.
- 3.8 The Disciplinary Committee Chair may postpone or adjourn the hearing at any point. The Case Officer or the Member can request such an adjournment. The Chair shall give due consideration to such a request, but it shall be his/ her final decision whether or not to adjourn.
- 3.9 The Disciplinary Committee may make such further enquiries by correspondence or call witnesses or otherwise as it may think fit. This may involve an adjournment of the Committee hearing for a reasonable period.
- 3.10 A copy of the record of the proceedings shall be made, and shall be made available to the Member, if she or he requests one, within one month of the date of the request.
- 3.11 Subject to these regulations the procedure of the hearing shall be determined by the Disciplinary Committee Chair.
- 4. Decisions of the Disciplinary Committee**
- 4.1 The decisions of the Committee shall be by majority vote. In the event of a tied vote, the Chair shall not have a casting vote; in these circumstances the case shall be regarded as dismissed. The standard of proof required by the Committee is "balance of probabilities" and it will make its decisions accordingly.



- 4.2 The Disciplinary Committee Chair shall prepare a written report within 14 days of the completion of the hearing process. The report shall outline the events of the hearing and set forth the reasons for the Disciplinary Committee's recommendations. It shall form part of the record of the Disciplinary Hearing and be kept accordingly. The report will be sent to the Member and the Case Officer within 21 days of the completion of the hearing process. The original Complainant shall also be sent, in confidence, notification of the decision of the Disciplinary Committee.
- 4.3 The Disciplinary Committee shall have powers to dismiss a case; or to uphold a case in full or in part. If a case is upheld, in full or in part, the Disciplinary Committee may exercise one or more of the following disciplinary decisions, in combination or as alternatives:
- a. reprimand the Member;
  - b. permit membership to continue, subject to special stated conditions (e.g. completing further training or periods of mentoring etc.);
  - c. expel the Member from the Institute. The member may be expelled permanently, or for a defined time or until a specified event.
- 4.4 If the sanction requires action or compliance by the Member, the Disciplinary Committee shall also determine how a review of compliance will be undertaken; the period given to ensure compliance; and the sanction to be imposed if the Member does not comply.
- 4.4 In exceptional circumstances, the Committee may also direct that the Member be requested to agree to pay the costs of the hearing or make a contribution to the costs. Such a request can be made at any time during the proceedings. Such a decision shall only be taken when the member has significantly contributed to the costs of the hearing, and / or caused the costs of the hearing to be higher than would usually be expected.
- 4.5 Members will usually be expected to cover their own expenses in attending a hearing, as will any witnesses that they call. However, the Disciplinary Committee will seek to ensure that wherever possible hearings are held in a manner that will reduce the expense of attendance in whatever way possible, without affecting the effectiveness of that hearing. In exceptional circumstances, the Disciplinary Committee Chair can agree to cover necessary and reasonable expense, either prior to a hearing, if s/he considers that this will enable a fairer hearing to take place or following a hearing if s/he considers that the member, and / or witnesses has been unduly disadvantaged by the cost of attendance.

## **5. Appeal**

- 5.1 CIM (via the Case Officer), or the Member, can appeal the decision of the Disciplinary Committee. Such an appeal must be received within 21 days of the notification of the decision. The appeal must set out the reasons why the decision is being appealed. This must be one or more of the following:
- a. that the procedures have not been followed or correctly applied;
  - b. that the Disciplinary Committee failed to take into account a relevant matter; or improperly took account of some matter;
  - c. that the decision of the Disciplinary Committee, and or the penalty that it determined, was perverse.

The Disciplinary Appeal Committee will only consider these matters and will not consider new evidence, unless that evidence had been disregarded by the Hearing. An Appeal will not be a re-hearing of the case.

- 5.2 A Disciplinary Appeal Committee will be appointed by the Appointments and Remuneration Committee Chair. A Disciplinary Appeal Committee will have at least three members, one of whom will not be a member of CIM and will be established within 21 days of the Appeal being received. The following shall not be eligible for appointment to the Disciplinary Appeal Committee:
- a. CIM Directors,
  - b. CIM staff.
- 5.3 A Disciplinary Appeal Committee Member will not have had previous dealings with the Member complained of personally or professionally; or has taken part in the previous consideration of the complaint or any aspect of the complaint; or has any other conflict of interest. If, for any reason, it is not possible for all of the Disciplinary Appeal Committee Member to have no previous dealings with the Member complained, legal advice shall be taken, and the Committee can proceed, provided the reasons for the involvement of these members are recorded.

- 5.4 The Disciplinary Appeal Committee will aim to consider the appeal within 28 days of being appointed. It can consider the case either by written submissions, or at a hearing, as determined by its Chair. If a hearing is held, the person seeking the review and all other parties shall be entitled to attend any hearing and make representations to it. They may be supported by another individual in the same way as at the Disciplinary Hearing. They will be given at least 14 days' notice of any hearing. Relevant documents will be circulated to all parties before any appeal hearing.
- 5.5 If an Appeal Hearing is held, the place where the hearing will be heard will be determined by the Disciplinary Appeal Committee Chair.
- 5.6 If an Appeal Hearing is held, the Institute Secretary shall fix a date and place for the Hearing and, at least 14 days before the Hearing and:
- a. give notice to the Member, Investigation Officer and Case Officer of the date, time and place, and proceedings of the Hearing;
  - b. provide the Member with the names of the members of the Disciplinary Appeal Committee.
- 5.7 The decision of the Disciplinary Appeal Committee will be final and by simple majority. Where no such majority is obtained, the appeal fails and the original decision stands.
- 5.8 The Disciplinary Appeal Committee may overturn the disciplinary decision, vary or uphold it.
- 5.9 The parties concerned will be informed in writing within 14 days of the decision of the Disciplinary Appeal Committee.
- 5.10 In the case of an appeal, the sanctions agreed by the Disciplinary Hearing will not come into effect until the Disciplinary Appeal Committee has concluded its work.
- 5.11 In exceptional circumstances, the Disciplinary Appeal Committee may also direct that the Member be requested to agree to pay the costs of the appeal hearing or make a contribution to the costs. Such a request can be made at any time during the proceedings. Such a decision shall only be taken when the member has significantly contributed to the costs of the appeal hearing, and / or caused the costs of the hearing to be higher than would usually be expected.
- 5.12 Members will usually be expected to cover their own expenses in attending an appeal hearing, as will any witnesses that they call. However, the Disciplinary Appeal Committee will seek to ensure that wherever possible appeal hearings are held in a manner that will reduce the expense of attendance in whatever way possible, without affecting the effectiveness of that hearing. In exceptional circumstances, the Disciplinary Appeal Committee Chair can agree to cover necessary and reasonable expense, either prior to a hearing, if s/he considers that this will enable a fairer hearing to take place, or following an appeal hearing if s/he considers that the member, and / or witnesses has been unduly disadvantaged by the cost of attendance.
- 6. Resignations and withdrawals**
- 6.1 If a Member resigns during disciplinary proceedings, the Committee will still meet as if the Member continued to be a member unless the Disciplinary Committee determines that there is good reason not to.
- 7. Information and Confidentiality**
- 7.1 All records relating to a case are confidential and not disclosed to anyone who is not involved in the Disciplinary Hearing. Both the Complainant (CIM) and the Member are expected to respect this confidentiality and will be made aware that not doing so may affect the proceedings.
- 7.2 CIM will aim for full transparency and disclosure of information to the Member concerned. The presumption shall be that evidence will not be considered unless it is available to all of the parties.
- 8. Publication and records of decisions**
- When a Member is found to have breached the Code, CIM will usually publish the decision unless the Disciplinary Committee has determined that there is a good reason not to.*
- 8.1 When a case is upheld, notice shall usually be published on the CIM website. Such notice shall be in the form approved by the Disciplinary Committee Chair. Notice shall usually be in an anonymised form and will not normally disclose the name of the Member concerned, unless the Member has been expelled from membership. A summary of cases upheld will be published in the Annual Report.

- 8.2 If a case is upheld, in considering its decision, the Disciplinary Committee shall also consider:
- a. whether the member should be named in the publication of the conclusion of the case, or whether it should be anonymised (see 8.1);
  - b. the information (if any) that will be given by CIM on the case or the Member, if enquiries are received.
- 8.3 Decisions of the Disciplinary Hearing and of the Disciplinary Appeal Committee will be reported to the CIM Board.
- 8.4 Records, data, evidence and manuscripts relating to referrals that are investigated, will be held for six years from the date of resolution and then destroyed.
- 8.5 Records, data, evidence and manuscripts relating to cases that are referred to the Disciplinary Committee (including the Investigation Report) will be held for six years from the date of the final hearing and then destroyed.
- 8.6 If a case is upheld by the Disciplinary Committee and a sanction agreed, this shall be placed on the individual record of the Member. As part of its decision on the sanction, the Committee shall determine for how long the record should be held, however for guidance, records of expulsion should normally be permanent, and records of any penalties should be for a minimum of five years.
- 8.7 The Institute Secretary shall maintain a register of all complaints raised and the decisions of the Investigation Officer and, if relevant, the action of the Disciplinary Committee thereon.
- 9. Resubmission of a case**
- 9.1 Any decision taken under this procedure is final. A matter can only be raised again where, in the opinion of the Institute Secretary, new evidence is presented to CIM. In this instance, the matter shall be regarded as a new complaint, and dealt with under the Complaints Procedures."
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#### **Appendix 4**

##### **Special Resolution 4:**

**In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be altered as follows:**

*At Bye-law 1*

*Replace the Meaning of Chartered Marketer with the following:*

"Any Voting Members who currently satisfy the requirements in accordance with the provisions of Bye-law 4g"

*At Bye-law 4g delete:*

"in the grade of MCIM, FCIM or Hon FCIM"

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#### **Appendix 5**

##### **Special Resolution 5 (subject to Special Resolution 2 being passed):**

**In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be altered as follows:**

*At Bye-law 41a insert*

"if it is a requirement of Board membership that they are a Voting Member and"

*at the beginning of the clause.*

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## **Appendix 6**

### **Special Resolution 6 (subject to Special Resolution 5 being passed):**

**In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the General Regulations of the Institute shall be altered as follows:**

#### **General Regulations on Election to the Board of Directors**

*Replace clause 2b with the following wording:*

"Co-opted Directors, who may or may not be Voting Members, of which there shall be a maximum number of five."

*Replace clause 3 with the following wording:*

"All Directors with the exception of Co-opted Directors must be Voting Members of the Institute."

*Replace clause 19a with the following wording:*

"Co-opted Directors are appointed by the Board. The co-option of Directors by the Board shall be conducted in accordance with Board Regulations. A Co-opted Director need not be a Voting Member of the Institute."

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