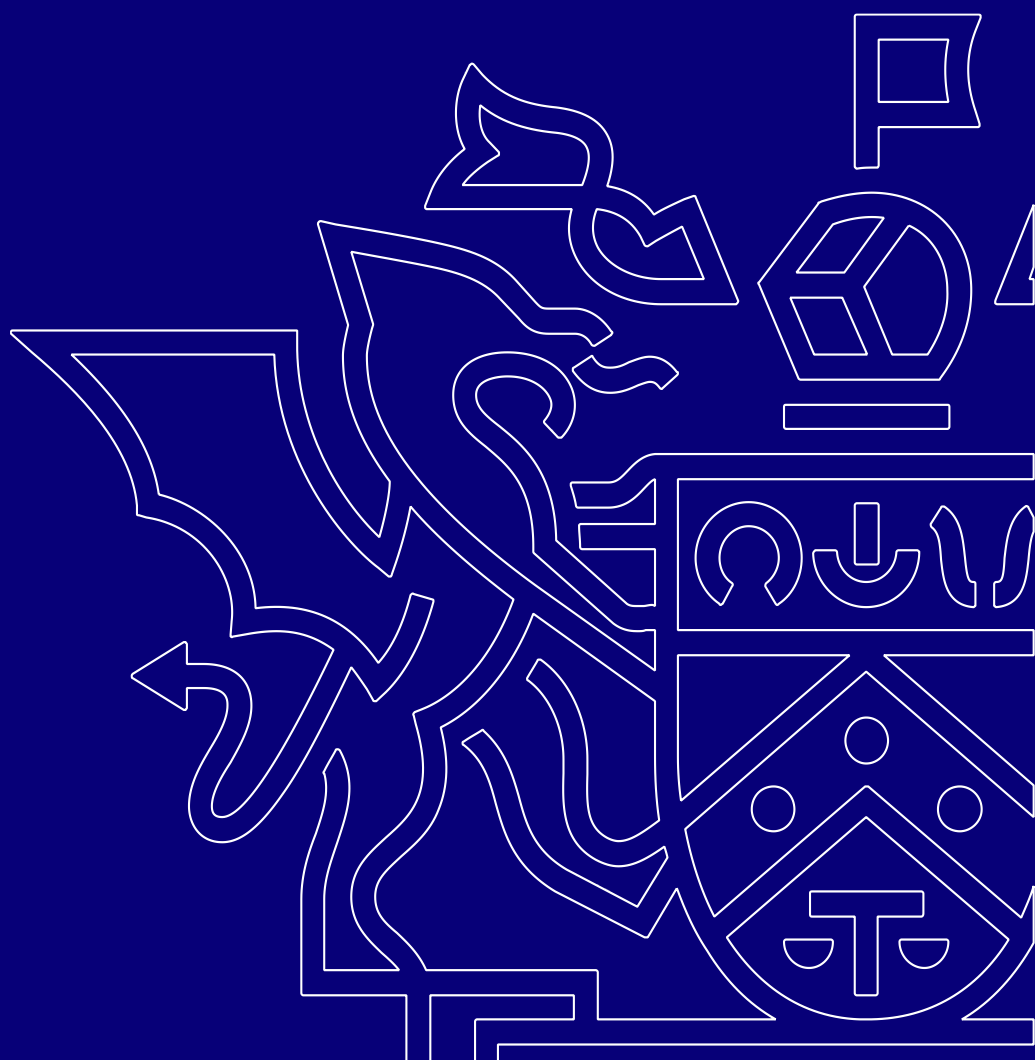


CIM

Constitution



February 2020

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The Royal Charter

At the Court at Buckingham Palace

THE 7th DAY OF FEBRUARY 1989

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY

IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 6th day of February 1989, in the words following, viz.:

"YOUR MAJESTY having been pleased, by Your Order of the 26th day of July 1988, to refer unto this Committee the humble Petition of the Institute of Marketing, praying for the grant of a Charter of Incorporation under the name of "The Chartered Institute of Marketing":

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

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

G. I. de Denev

INCORPORATING the amendments to the Charter of "The Institute of Marketing" allowed by The Queen's Most Excellent Majesty in Council on the 15th day of July 1992, 26th day of July 1995, 5th day of August 1998, 11th day of December 2001, 8th day of March 2006, and 12th day of February 2020.

ELIZABETH THE SECOND for the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an humble Petition has been presented unto Us by the Company incorporated in the year of our Lord One thousand nine hundred and twenty-one under the Companies Acts 1908 to 1917 and now known as "The Institute of Marketing" (hereinafter called "the Company") praying for the grant of a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

- 1.** The persons who are now the members of the Company and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors shall forever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of "The Chartered Institute of Marketing" (hereinafter referred to as the "Institute") and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- 2.** The objects of the Institute will be:
 - i. To promote and develop the art and science of marketing and to encourage, advance and disseminate knowledge, education and practical training in and research into that art and science.
 - ii. To promote and maintain high standards of professional skill, ability and integrity among persons engaged in marketing products and services.
 - iii. To promote entry to and advancement in the profession of marketing by means of examination and other methods of assessment.
 - iv. To provide and develop a professional organisation for marketing.
 - v. To increase public awareness and understanding of marketing as a vital factor in business success and prosperity.
- 3.** Subject to this Our Charter and the Bye-laws, and to the extent only that such powers will be consistent with its objects, the Institute will have the following powers:
 - i. to take over all the assets, undertakings and obligations of the Company and for such purpose to enter into all such contracts (including contracts of indemnity) as may be necessary or desirable;
 - ii. to promote and lay down standards of education, to institute and establish scholarships, grants, awards and prizes, to award certificates, diplomas and other awards to those who pass assessments and tests;
 - iii. to facilitate the acquisition and dissemination of information and views on marketing and the creation of a well-informed public opinion on the subject;
 - iv. to make recommendations for the change, improvement or simplification of the law and practice of marketing, and to draw attention to anomalies in, and to comment on, proposed changes to the law of marketing;

- v. to print and publish by any means any newspapers, periodicals, journals, books, examination papers, circulars or leaflets that the Institute may think desirable for the promotion of its objects;
- vi. to hold conferences, meetings, lectures, seminars and discussions and to promote the reading of learned papers;
- vii. to establish and maintain a library and collections of literature and other material and to provide and improve facilities for persons wishing to study and undertake research;
- viii. to accept and (in its discretion) to disclaim any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute;
- ix. to take special steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of acquiring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise;
- x. to purchase, take on lease or in exchange, hire or otherwise acquire any premises to be used as a college, a library or a lecture room, or as offices, or any other property real or personal which may be deemed necessary or convenient for any of the purposes of the Institute;
- xi. to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute as may be deemed expedient with a view to the promotion of its objects;
- xii. to borrow and raise money for the objects of the Institute in such manner as the Institute may think fit;
- xiii. to invest any moneys of the Institute not immediately required for any of its objects in such manner as may be prescribed by the Bye-laws;
- xiv. to undertake and execute any charitable trusts which are calculated to directly or indirectly further any objects of the Institute;
- xv. to employ and dismiss staff, to remunerate them and to provide retirement, death, disability and ill-health benefits for them, their families, dependants and others;
- xvi. to establish and support and to give funds and financial, or any other, aid in the establishment and support of any other organisation having objects altogether or, in part, similar to those of the Institute, provided that any such organisation will be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Institute by this Our Charter as added to, amended or revoked;
- xvii. to amalgamate with any organisation having objects altogether or in part similar to those of the Institute, subject to the same proviso as in paragraph xvi) of this Article and subject also to the prior approval of the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence);
- xviii. to purchase or otherwise acquire and undertake all or any part which may be lawfully acquired and undertaken by the Institute of the property, assets, liabilities

and engagements of any one or more of the companies, institutions, societies or associations with which this Institute is authorised to amalgamate;

- xix. to bear and display the armorial bearings and supporters and the Badge granted to the Company and duly recorded in Our College of Arms and, if the Institute will think fit, to apply for such amendments and variations, thereto as the Institute may deem desirable, provided that the said armorial bearings and supporters and the Badge with any such amendments or variations the bearing and the use of which is authorised by this Our Charter will first be exemplified according to the laws of Arms and recorded in Our College of Arms in default of which the said authority will be void and of no effect;
 - xx. to co-operate with other persons with a view to attaining any of the above objects;
 - xxi. to do all such other acts and things (including the promotion of a Bill or Bills in Parliament) whether incidental to the powers aforesaid or not as may be requisite in order to further the objects of the Institute.
- 4.**
- a. The income and property of the Institute, whencesoever derived, will be applied solely towards the promotion of its objects as set forth in this Our Charter as amended or added to in the manner hereinafter provided and no member will as such have any personal claim on any of the said income or property;
 - b. No part of the income or property of the Institute will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members, provided that nothing herein contained will prevent the payment in good faith of remuneration to any member thereof, or to any other person, in return for services rendered to the Institute, or the payment in good faith of expenses incurred by any such person in providing such services, or the payment of interest at a rate not exceeding a reasonable and proper rate on money borrowed from any member or any payment becoming due under or by virtue of any indemnity given by the Institute to any officials or servants or to any member in accordance with the Bye-laws;
 - c. No payment of remuneration (other than reimbursement of out-of-pocket expenses) will be made by the Institute to any Director of the Institute except as may be specifically permitted by the Bye-laws.
- 5.** The Bye-laws will regulate the admission of members of the Institute, the period of membership and the terms and conditions applicable to membership. The Bye-laws may prescribe the rights, privileges and obligations of each grade of membership and the descriptions and designatory letters they may use. The Bye-laws will be binding upon the first members of the Institute as well as upon members admitted hereafter.
- 6.**
- a. There will be a Board of Directors of the Institute (hereinafter referred to as "the Board") in which will be vested the government and control of the Institute and its affairs subject to the provisions of this Our Charter and of the Bye-laws and Regulations of the Institute.
 - b. The first members of the Board will be the persons who are duly elected by the Voting Members of the Institute.
 - c. The successors to the first members of the Board will be such number of the members of the Institute with such qualifications, and to be elected or constituted in such manner

and to hold office for such period, and on such terms generally as may be prescribed by, or in accordance with, the Bye-laws.

- d. The business of the Board will be conducted in such manner as may be prescribed by or in accordance with the Bye-laws.
 - e. Meetings of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 7.**
- a. There will be a Chair of the Institute and such number of Vice Chairs as the Board will determine, who will be known as the Officers of the Institute. The manner of election of the Officers, their terms of service and their functions will be as prescribed by, or in accordance with, the Bye-laws.
 - b. There may be a President of the Institute and such number of Vice Presidents as the Board will determine, appointed in such manner and for such terms of office and with such functions as will be prescribed by, or in accordance with, the Bye-laws.
- 8.** There will be a Secretary of the Institute, who will perform the functions which are customarily performed by a person holding the office of Secretary of a company or such other functions as may from time to time be determined by the Board, and will be appointed, and removed, by the Board.
- 9.**
- a. The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institute may deem fit and meet with respect to or for the government of the Institute and the promotion of the objects of this Our Charter.
 - b. The Bye-laws will remain in force until amended as hereinafter provided.
- 10.** The Voting Members of the Institute may, by Special Resolution, add to, amend or repeal the Bye-laws for the time being, if that shall seem expedient for the furtherance of the objects of the Institute; but no Bye-laws so made shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence).
- 11.** The Bye-laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws.
- 12.** Regulations will be of two kinds to be known as "General Regulations" and "Board Regulations". General Regulations will be made by Special Resolution. Board Regulations will be made by the Board. Regulations of either kind may be added to, amended or revoked in like manner to that in which they were respectively made.
- 13.** The Voting Members of the Institute may at any time amend or add to this Our Charter by Special Resolution and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as amended or added to. This Article shall apply to this Our Charter as so amended or added to in manner aforesaid.
- 14.** The Voting Members of the Institute may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such times as We or They may consider fit and to wind up or otherwise deal with the affairs of the

Institute in such manner as shall be determined by such Special Resolution or in default of such determination as the Board may direct having due regard to the liabilities of the Institute for the time being. If upon the winding up or the dissolution of the Institute there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some organisation or organisations having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter, such organisation or organisations to be determined by the Board of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some object.

- 15.** For the purposes of this Our Charter a "Special Resolution" means a resolution passed at a General Meeting of the Voting Members of the Institute convened and held in accordance with the Bye-laws and Regulations and passed by not less than three quarters of the Voting Members present in person or by proxy and voting at the Meeting.
- 16.** In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.
- 17.** Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL **THE FIRST SCHEDULE**

The Bye-laws

THE MEMBERS OF THE FIRST COUNCIL

President

Sir Patrick Meaney

National Chairman

George Priestley

Vice-Chairman

Michael Andrae

Vice Chairman

James Beale

(and National Treasurer)

Vice-Chairman

Roger Haywood

L. Anderson, A. Axon M. J. Baker, J. Barney (Mrs), T. Brannan, P. D. C. Brewin, P. Brigham, W. J. Bouzan, N. Burden, D. Carter, A. J. Clarke, J. F. B. Clark, C. R. Coley, C. M. Davenport (Mrs), M. K. Davies (Ms), J. Dickson, B. J. Dorn, C. D. Duff, M. E. Duley, W. J. Dunn, D. C. Findlay, K. Fleming, C. G. Follett, A. Frazer-Simpson (Mrs), P. W. J. Garner, G. C. F. Goodman, P. A. Hamilton, J. Henshelwood, B. Hughes, C. Hume (Mrs), R. A. B. Hutchison, T. W. Jennings, H. Kerridge, D. N. King, P. A. Kreamer, M. J. Lawrenson, A. B. Lockwood, K. W. Lofts, D. J. Lowe, T. Mason, R. S. Maugham, M. J. Minton, F. L. Morton, B. D. MacGillivray, J. B. O'Rourke, A. W. Ovens, M. E. Pinder, J. R. Rayne-Davies, A. C. Richmond, R. L. Roebuck, D. F. H. Scroggie, R. G. Taylor, R. J. Tredwell, A. Webb, A. M. White (Mrs), R. E. Wilkes, K. J. Yates.

BYE-LAWS OF THE INSTITUTE

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:

Words	Meanings
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 Voting 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
 - iii. 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 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 members 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:
 - a. if it is a requirement of Board membership that they are a Voting Member and he/she ceases to be a Voting Member of the Institute,
 - b. if he/she resigns by notice in writing to the Institute Secretary,

- c. if 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. if a receiving order in bankruptcy is made against him/her or he/she makes any arrangement or composition with his/her creditors,
- e. if he/she is incapable either mentally or physically of managing his/her own affairs,
- f. if, in accordance with the relevant procedure, he/she is found guilty of a disciplinary offence,
- g. if 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. if 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. if 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
 - i. 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.

The General Regulations

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, who may or may not be Voting Members, of which there shall be a maximum number of five.
- 3.** All Directors with the exception of Co-opted 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. A Co-opted Director need not be a Voting Member of the Institute.
 - 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
 - a. give notice to the Member, Investigation Officer and Case Officer of the date, time and place, and proceedings of the Hearing and;
 - 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:
- whether the member should be named in the publication of the conclusion of the case, or whether it should be anonymised (see 8.1);
 - 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.

The Board Regulations

Range 100 – The Board of Directors

- 100 The Board of Directors
- 101 Election to the Board of Directors

Range 200 – Delegated Structure Below the Board of Directors

- 201 Appointments and Remuneration Committee
- 202 Audit and Risk Committee
- 203 Constitution and Ethics Committee
- 204 Strategy and Finance Committee
- 205 Regional Chairs Group
- 206 Member Groups

Other Regulatory Matters

- 300 Entrance Fees and Annual Subscriptions
- 301 CPD and Chartered Marketer status

BR100 – The Board of Directors

1. Purpose

The powers of the Board are defined in CIM's Charter and Bye-laws. The role of the Board is to direct and supervise the affairs of CIM. It has ultimate responsibility for all the activities of CIM. The Board has oversight for the affairs of CIM. It sets CIM's strategic direction and is responsible for the financial health of CIM, probity of its activities and developing CIM's aims, objectives and goals in pursuit of its Objects.

2. Meetings and Decisions

- a. Meetings of the Board will be held as often as is necessary to carry out the business of the Board. The Board will agree an annual programme of meeting dates, which can only be changed when absolutely necessary with the agreement of the Chair. The Institute Secretary will distribute the agenda and papers for each meeting at least 7 days before the meeting.
- b. Meetings of the Board may be convened by the Board or by the Chair or by the Institute Secretary. The Strategy and Finance committee can also convene a meeting of the Board of Directors with reasonable notice if it believes it to be necessary.
- c. All members of the Board are members in their own right. There is no procedure for alternative attendees or proxy voting.
- d. Voice recording of proceedings of the Board (in any form) is prohibited except with explicit prior approval, by resolution, of the Board
- e. Meetings of the Board may be held by teleconference or videoconferencing, or any other means that enables all Board members to participate at the same time.
- f. A resolution in writing signed by a majority of the members of the Board, who are entitled to vote, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened, held and constituted.

3. Matters reserved by the Board

- 3.1 Whilst the Board has overall responsibility for the affairs of CIM, for the organisation to function effectively, the Board must delegate. There are delegations to staff via the CEO, and to Committees. These are summarised in the Schedule of Delegated Authority (SODA). However, there are certain matters for which the Board reserves its powers. These are:
 - a. To give direction on all aspects of CIM's strategy and policy and develop long-term strategic and policy objectives for the CEO and staff to implement.
 - b. To review, approve and where appropriate require plans and programmes for achieving objectives.
 - c. To ensure that CIM complies with legislative and regulatory requirements and acts within the confines of the Charter, Bye-laws, General and Board Regulations in furtherance of its Objects.
 - d. To ensure that a fully effective and appropriate system for the recruitment, appointment and monitoring of the work of the CEO is in place.
 - e. To identify and monitor agreed key performance indicators which will be used to implement policy and to develop future policy.
 - f. To approve CIM's annual budget and monitor progress in relation to the budget and strategy and be satisfied that appropriate financial controls are in place.
 - g. To exercise appropriate control over subsidiary or related entities.
- 3.2 The Board is legally responsible for all acts of CIM whether initiated by the Board itself, a committee, members group or staff. Delegation does not remove this ultimate responsibility. However, for the effective day-to-day running of the organisation the Board will delegate to the CEO all matters it has not specifically reserved to itself in the preceding section.

- 3.3 The Board will retain overall responsibility for determining the strategic direction of the organisation. It will be a matter for decision by the Chair, on the advice of the CEO, which strategic and policy matters should be brought to the attention of the Board.
- 3.4 The Board will delegate whenever possible and provide clarity regarding that delegation. The Board will define what powers are reserved to it. Beyond those reserved matters, if there is no specific statement of a delegation, the CEO shall be entitled to assume that s/he has delegated authority to act, within the strategy, business plan and any policy framework set.

4. Director Duties

As a Board member, each Director has common law duties to CIM. These are akin to the duties of a Company Director. They are set out in the Director's Code of Conduct and each Director is required to read and abide by that Code of Conduct.

The Board of Directors is accountable to the members for the activities and functioning of CIM and the extent to which its Objects are being met.

BR101 - Election Procedures to the Board of Directors

All CIM elections are subject to its Charter, Bye-laws and General Regulations, and where there is a conflict between these procedures and the Charter, Bye-laws and General Regulations, their provisions will prevail.

1. Responsibilities

- 1.1 The Institute Secretary is responsible for the conduct of the elections. The Institute Secretary will therefore either act as Returning Officer or appoint a Returning Officer to act on his or her behalf.
- 1.2 The Returning Officer is responsible for the conduct of a particular election. It is the job of the Returning Officer to apply and interpret these procedures, to count the votes (or oversee the count) and to announce the results. In the event of any dispute concerning these procedures, the ballot or the validity of votes, the decision of the Returning Officer will be final.
- 1.3 The Returning Officer has the power to suspend and then recommence an election or to disqualify candidates who breach these procedures.
- 1.4 The Returning Officer may also appoint agents for the purposes of assisting with an election.
- 1.5 The Returning Officer and his / her agents must not be CIM members. If the Institute Secretary is a CIM member, an alternative Returning Officer will be appointed by the Board.

2. Timetable for Elections

- 2.1 Elections will normally be held in the four months preceding the AGM. The exact timetable for each election will be determined by the Returning Officer at least 4 months before the proposed closing date for nominations.
- 2.2 All elections will follow the order of events listed below

Set the timetable	See section 5
Appoint Returning Officer (if applicable)	See section 1
Publish notice of elections	See section 5
Closing date for nominations	See section 7 and 8
Closing date for manifestos	See section 12
Dispatch voting papers and manifestos	See section 14
Close of voting	See section 14
Count the votes	See section 18
Notify candidates of the results	See section 22
Publish the results	See section 22

3. Voting Systems

- 3.1 The default mechanism for all elections is secure web-based voting with postal voting used for those members who prefer to be contacted by post, as permitted by the Charter, Bye-laws and General Regulations. A ballot paper or instructions how to vote will be sent to each member and will be in such format as the Returning Officer will determine (see section 15).
- 3.2 The following procedures must be followed:
 - Mechanisms must be put in place to ensure that there can be no duplication in voting.
 - To ensure the voting process is secure, each member must be issued with a unique reference number. This number should not relate to the member in any way or enable the member to be identified from it. For this reason, CIM membership numbers must not be used.
 - The unique reference number will be required to register a vote (either by web-based voting or by post). It must be capable of being used only once, to ensure that only one vote is recorded.

- Adequate safeguards against fraud must be in place to maintain the security of the ballot.
- 3.3 For web-based voting:
- voting must be via a secure website, with appropriate encryption to ensure that the vote is not traceable in any way. In addition, the software used must prevent any record of the vote being kept on the computer or terminal used.
- 3.4 For postal voting:
- whenever possible, members will either be provided with a business reply service envelope for the return of the ballot paper or given details of a freepost address to which the ballot paper should be returned.
 - members will be instructed that nothing should be placed inside the envelope other than the ballot paper and a declaration of identity form, if used. In addition, the envelope should be marked "ballot paper" and, if necessary, with the name of the election. The Returning Officer may choose to specify that ballot papers are only valid if returned in envelopes provided. CIM cannot accept responsibility for ballot papers not returned in the appropriate envelopes not being counted.
 - It is the responsibility of members to submit their completed ballot papers. Ballot papers should therefore be submitted individually. Whilst CIM will accept ballot papers from members at the same address in the same envelope, the Returning Officer will not accept ballot papers where there is a possibility that they have not been returned by the individual members – e.g. a large number of forms collected in one envelope.
 - Envelopes containing ballot papers will be kept in a secure location.

4. Voting Privacy

The Returning Officer will make such additional arrangements as s/he thinks appropriate to ensure that members' votes remain confidential.

5. Notice of Elections

- 5.1 Adequate notice must be given of all elections. This will normally mean a notification sent directly to all members entitled to vote or inclusion in a CIM publication that is sent to all members (or all members entitled to vote). Notice of an election should be prominently placed on the CIM website until the closing date for nominations.
- 5.2 Notice of the election will be given at least one month before the closing date for nominations.
- 5.3 The notice of the election will include
- What the election is for
 - The number of vacancies to be filled (if known) and from which geographic locations
 - How to nominate or be nominated
 - Who is eligible to be a candidate
 - Who is eligible to nominate a candidate
 - The closing date for nominations and the timetable for the elections
 - Any other information considered by the Returning Officer to be necessary in order to facilitate the election.
- 5.4 The nomination forms will be made available to members on the website and will also be posted or emailed to members on request.

6. Eligibility to be a Candidate

To be a candidate a person must comply with the eligibility requirements for the position, as set out in the Charter, Bye-laws and General Regulations.

7. Process for Nominations

- 7.1 All candidates must be nominated in accordance with the criteria for the specific election and all nominations must be received by the deadline specified.

- 7.2 The Returning Officer will specify the format for any nomination, which will normally include
- The name of the candidate.
 - The membership number of the candidate.
 - The address of the candidate.
 - Any other information considered necessary by the Returning Officer.
 - Candidate's confirmation indicating that they are willing, eligible to stand for election and can give adequate time required to the role.
 - Declaration of Interests.
 - Names of the persons proposing and seconding (the nominators), along with their membership numbers and /or addresses, and confirmation that they support the nomination. In the event that a candidate is nominated by the Board of Directors, this may be replaced by a statement from the Board to that effect.
- 7.3 A nomination will be invalid if
- The completed forms have not been received at the specified address by the closing date for nominations.
 - The form has not been fully completed.
 - The candidate is not eligible for election.
 - The nominators are not eligible to nominate.
 - The particulars of the candidate or the persons nominating the candidate are incomplete, untruthful or inaccurate.
 - A nominator has proposed or seconded more than one candidate. In this instance, the Returning Officer will try to contact the nominator (if this is possible before the deadline). If the Returning Officer is unable to contact the nominator, the nomination received first by the Returning Officer will stand and any subsequent nominations proposed or seconded by that nominator will be classed invalid.
- 7.4 The Returning Officer's decision that a nomination is invalid is final. The candidate will be immediately withdrawn for the election if the Returning Officer holds that a nomination is invalid.

8. Delivery of Nominations

- 8.1 Details of where nominations must be returned to will be included with the nomination form, along with the deadline for the receipt of nominations.
- 8.2 It is not necessary for all the nomination information to be returned on the same form. In addition, whilst CIM will issue nomination forms a nomination will be valid provided it contains the same information as the form.

9. Publication of Nominations

- 9.1 All nominations received will be confidential prior to the closing date for the nominations. The names of the candidates or potential candidates will not be disclosed to anyone, including the Board of Directors. (However, the Returning Officer may choose to disclose how many nominations have been received to date.)
- 9.2 At the closing date for nominations, the names of the candidates will be made public. A complete list of candidates will be given to any candidate, or other member, on request. The list may also be published via the website and other means.

10. Process for Withdrawal for Candidates

- 10.1 A candidate can withdraw from an election by submitting a notice of withdrawal. This must be signed by the candidate and delivered to the Returning Officer at the same address as for the delivery of nominations. Any withdrawals must be received no later than four days after the closing date for nominations.
- 10.2 A nominator can withdraw his/her nominations at any time before the closing date for nominations, by submitting a notice of withdrawal. A nominator cannot withdraw his/her nominations following the close of nominations.

- 10.3 If a candidate withdraws, the election proceeds with the remaining candidates.
- 10.4 If a candidate dies at any time between the closing date for nominations, and the announcement of the election result, the election will continue. If election materials have already been printed and / or distributed, CIM will make attempts to notify members, via the website and any other general means of publication, of the death of the candidate. Any votes received for the deceased candidate will be discounted.

11. Uncontested Elections

If an election is uncontested (i.e. the number of candidates from each geographic location is equal to or less than the number of vacancies for that area) a statement of the candidates will be posted on the website no later than one week after the close of nominations, and the candidates will be declared elected unopposed.

12. Manifesto and Election Materials

- 12.1 Candidates will be asked to prepare a manifesto – a short personal statement supporting their candidacy and including details of their proposed contribution to The Board. In addition, candidates will be asked to supply biographical details. The content will be as determined by the Returning Officer, but will typically include qualifications, membership grade, CIM experience, current employment, industry sector expertise, place of residence and nationality. Manifestos and biographical details must be submitted by the deadline specified (which may be the deadline for the receipt of nominations, or a date after this). Failure to submit a manifesto or biographical details by the deadline will not invalidate a nomination, but no manifesto or biographical details will be published if received after the deadline.
- 12.2 The manifesto must be no longer than 250 words. Manifestos exceeding 250 words may be returned to the candidates for editing (if this is possible before the deadline) or simply cut down to the limit. This may mean that only the first 250 words are published. The Returning Officer or his / her agents will not edit manifestos on behalf of candidates.
- 12.3 The Returning Officer or his / her agent will review the content of the manifestos. Election manifestos are published at the Returning Officer's discretion and CIM will not publish any manifesto that it believes
- to contain inaccurate or untruthful information
 - to be potentially libellous
 - could subject CIM to any legal action or discredit it in any way.
- 12.4 The manifestos, biographical details and name of nominators will be provided to all members eligible to vote, along with ballot papers or instructions on voting.
- 12.5 In the election materials published by the Returning Officer the candidates will be listed alphabetically in order of their family names. If there are two or more candidates with the same family name, they will be listed in order of their other names.
- 12.6 If a candidate has more nominations than are required, only sufficient names will be published. Where possible the Returning Officer will give the candidate the opportunity to select the names, but if not, these will be determined by the Returning Officer (normally the first received).

13. Canvassing

Whilst CIM recognises that some candidates will engage in canvassing, and does not intend to prevent this activity, there are some restrictions that are placed on canvassing activities.

- No statement, remarks or details of any kind will be published in any form whatsoever by CIM itself in respect of candidates and in connection with elections, without the prior written consent of the Returning Officer.
- CIM staff, whether or not members, must not canvass on behalf of any candidate, or be involved in any such activities.

- Candidates and their supporters must not make use of CIM resources, including membership details or mailing lists for the purposes of canvassing. All candidates should ensure that they comply with Data Protection legislation in the UK and with similar legislative provision in other jurisdictions. Where a candidate has access to membership details in another capacity (e.g. through SIG or regional involvement) they must not use those details for canvassing.
- During the period of the election; candidates must not canvass using any official CIM approved social media site, including LinkedIn, Facebook or Twitter. CIM may utilise these channels to publicise the elections or provide all candidates an opportunity to engage with members via them.
- Candidates and their supporters are reminded that any action which could be construed as buying or procuring, advertising or offering incentives to encourage voting, is not permitted.

14. Voting

14.1 Voting papers will always be dispatched at least four weeks before the date set for the close of voting. Voting papers will be sent to all members entitled to vote, and will include:

- the names of the candidates and the names of those nominating the candidates.
- the election manifesto and biographical details for candidates.
- details of the voting procedure, including the date for the close of voting, and the address to which votes should be sent.
- instructions on how to vote.
- a business reply, or freepost envelope, if being used.

14.2 It will be at the discretion of the Returning Officer how the information is provided to members, but, for the avoidance of doubt, the inclusion of voting papers with, or within, a CIM publication that is sent to all members will meet the requirements of this section. In addition to providing the information to individual members, the voting papers (excluding the ballot and returning envelope) will also be published prominently on the CIM Website.

14.3 CIM is responsible for ensuring that voting papers, or details of how to vote, are dispatched to members at their notified address (see 15). Papers are dispatched in good faith. However, the non-receipt of a ballot paper, or any other election materials, by any member or members will not invalidate an election.

15. Ballots

15.1 Whatever form a ballot takes, it must

- contain the names of all the candidates
- contain clear instructions on how to vote.

15.2 Ballot papers (or details of how to vote) must only be sent to members' notified addresses or distributed to members personally. Notified address means the email or postal address of the member on the membership database held by CIM at the time that mailing details are compiled. It is the responsibility of the member to ensure that CIM is notified of his / her correct address, and any changes to it.

15.3 One or more of the following mechanisms must be used to ensure that ballot papers cannot be duplicated, and that they are used only by those persons entitled to vote.

- The ballot paper has a unique identification code.
- There is space on the ballot paper for a unique identification code to be written on it by the voter (a unique identification code having been issued to each member).
- The ballot paper needs to be signed by the member and/ or requires identification details such as a membership number or will be accompanied by a declaration of identity form to be completed.
- Any other security mechanisms as the Returning Officer may approve.

15.4 Any un-issued ballot papers, or publications containing ballot papers, must be returned to the Returning Officer to be destroyed.

16. Replacement Papers

CIM will only issue replacement ballot papers in exceptional circumstances and where there is no possibility of a duplication of voting. The decision of the Returning Officer on whether to issue a replacement ballot paper is final.

17. Eligibility to Vote

To be eligible to vote a person must, at the time of the dispatch of the voting papers to members

17.1 be a CIM Voting Member

17.2 meet any further eligibility criteria for the specific election as set out in the Charter, Bye-laws and General Regulations.

18. Counting of Votes

18.1 The Returning Officer, or agents appointed by him / her, is responsible for collecting all ballot papers and voting records. No other person will have access to the ballot papers or voting records.

18.2 Counting should take place as soon as possible after the close of the voting, and continue, with reasonable breaks, until all votes are counted.

18.3 The Returning Officer, or agents, are responsible for opening each envelope (if used); verifying each ballot paper or voting record; and counting all ballot papers or voting records.

18.4 Ballot papers or voting records should be verified before being counted. Verification will involve

- checking that the ballot paper is original and not a copy.
- checking that it has a unique identification number (if used) or that the appropriate security details have been completed.
- checking the appropriate verification procedures for web-based voting.
- recording the total number of ballot papers or voting records received and comparing with the numbers issued and numbers eligible to vote.

18.5 The Returning Officer must ensure that if counting is suspended for any reason (for a reasonable break, or overnight) proper precautions are taken for the security of the ballot papers, voting records and other documents.

18.6 The Returning Officer will be responsible for determining if a recount is necessary for any votes. However normally a recount will only take place if

- there is reason to believe that there may have been an error in the counting
- a candidate has been elected by a margin of four or less votes.

18.7 Any such recounts will only take place during the Count. Once the Returning Officer has announced the results they will be regarded as final, in the absence of manifest error.

19. Attendance at Counts

Only the Returning Officer, his / her agents and an independent scrutineer have the right to be present at the counting of the votes, unless, exceptionally, the Returning Officer has granted permission to anyone else to attend.

20. Validity of Votes

20.1 The decision of the Returning Officer on the validity of a vote, or any question arising in respect to a vote, will be final.

20.2 A ballot paper, or voting record will be invalid if

- it is not received by the Returning Officer before the deadline for the close of voting.
- It is not an original ballot paper (in a postal vote) or in the required format for any other form of voting.
- The person who voted was not entitled to vote, or there is uncertainty as to whether the person was entitled to vote (for example if a signature or membership number is required and is not provided, or a declaration of identity form is not completed).

- A unique identification number is required but is missing or duplicates another number (in which case both votes will be invalid).
 - There is no clear indication of voting intention.
 - There is uncertainty as to whether the individual member themselves submitted the ballot paper / vote.
- 20.3 Situations in which there would be no clear indication of a voter's intention include those where
- the voter has voted for more than one candidate (or more candidates than the number of vacancies).
 - the mark, or marks, on the paper is not clearly placed by a candidate's name.
 - the paper, or voting record, has been left blank.
- 20.4 A ballot paper will not normally be invalid if
- the vote is marked in the wrong place, but with a clear indication of which candidate or candidates are preferred.
 - the vote is marked otherwise than with a cross.
 - there is more than one mark but with a clear indication of which candidate, or candidates, is preferred.
 - the member has not used all of his / her votes.
- 20.5 Only the Returning Officer or his / her agent can determine whether a ballot paper, or voting record, is invalid. All invalid papers or voting records should be marked "invalid" and must be kept with all other ballot papers / voting records.
- 20.6 In announcing the results, the Returning Officer will also announce the number of invalid votes.

21. Tied Votes

If there is a tie between any two or more candidates, and the addition of one vote to any of the candidates would have enabled that candidate to be elected, the Returning Officer will decide between the candidates by drawing lots.

22. Announcement of Results

- 22.1 The Returning Officer is responsible for announcing the results of an election.
- 22.2 All candidates will be notified of the results as soon as possible after the Count has concluded and no later than four days after that time. Members will be notified of the results in the first appropriate publication following the election. In addition, the results of all elections will be placed on the CIM website, no later than one week after the count has concluded, and the results will be available to all members, on request, at any time from the conclusion of the count.
- 22.3 The election results will be published in the numerical order of votes received along with the percentage of total votes that each candidate received. The number of votes cast for each candidate will not be published.

23. Retention of Ballot Papers and Voting Records

All ballot papers and any other voting records will be retained for a period of at least 6 months, after which they should be destroyed. Only the Returning Officer, his or her agents or an independent scrutineer, or another person acting on the explicit authority of the Board will have access to the ballot papers and voting records.

200 Delegated Structure below the Board of Directors

Board Committees are established under CIM's Bye-law 47 which provides for the Board to delegate powers and functions as the Board thinks fit.

Appointments and Remuneration Committee	BR201
Audit and Risk Committee	BR202
Constitution and Ethics Committee	BR203
Strategy and Finance Committee	BR204
Member Groups	BR206

BR 201 - The Appointments and Remuneration Committee

1. Type

Standing Committees of the Board of Directors are established under CIM's Bye-law 47 which provides for the Board to delegate such powers and functions as the Board thinks fit. The committee is accountable to the Board.

2. Purpose

To support the Board of Directors in the recruitment and management of the CEO, assist the Board in connection with the exercise of any function relating to the recruitment, selection and review of members of CIM's Board and governance committees, monitor and support the implementation of CIM's HR strategy within CIM's overall strategy.

3. Membership and Meetings

3.1 The Committee consists of:

- Three members of the Board of Directors including the Chair and a Vice Chair.
- Two Voting Members of CIM with senior management experience.
- One HR professional with senior/ board level people management and recruitment experience who will be a Chartered member of CIPD.

3.2 The term of office on the Committee is three years, which may be extended for one further period of three years, provided that the committee member still meets the criteria for membership of the committee.

3.3 A member of the Committee shall cease to be such if:

- 3.3.1 being appointed as a member in his or her capacity on a Committee s/he ceases to hold that office;
- 3.3.2 being appointed as a member by the Board of Directors, that appointment is ended;
- 3.3.3 s/he fails to attend three consecutive meetings of the Committee without the prior consent of the Committee Chair; or
- 3.3.4 s/he offers their resignation from the Committee.

3.4 No member of CIM staff may be a member of a Committee and ex staff may not be members unless one year has lapsed since their employment with CIM ended.

3.5 The Committee shall meet as often as is necessary to conduct its business.

3.6 The Committee will appoint a Chair. The Chair will serve for a term of office of two years, which may be renewable. CIM's Chair may not Chair the Committee.

3.7 The quorum of the Committee is three or one third of its membership whichever is the greater. In addition, a majority of those present must be Voting Members.

3.8 The Institute Secretary or his/her nominee will be the Secretary of the Committee and will normally attend committee meetings.

3.9 The Committee shall regulate its meetings in accordance with CIM's Constitution and policies and failing any such guidelines will undertake alternative directions after consultation with the Board of Directors.

3.10 The Committee shall ensure that minutes are made of all meetings and these will include the names of the members present at each meeting.

3.11 Meetings of the Committee will be called by either the Chair or the Secretary providing at least seven days' notice is given.

3.12 All members of the committee are members in their own right and there is no procedure for alternative attendees.

- 3.13 If a vote is required, it will be by those members present at the meeting or by those responding to an electronic request for a vote.
- 3.14 The committee can hold meetings by suitable electronic means in which each participant may communicate with all the other participants.
- 3.15 The CEO will normally be invited to attend meetings of the Committee for relevant items and the Committee Chair may also ask others to attend in a non-voting capacity.
- 3.16 Any potential conflict of interest must be declared to the Chair and/or Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.

4. Functions

The functions of the Committee are:

- As part of the election cycle, to define and analyse Board skills and competencies, recommend any gaps to be filled and identify methods to fill them to the Board of Directors.
- To manage a formal and transparent process for recruitment to CIM's Governance Committees (and other honorary roles as defined by the Board) and recommend appointees to the Board for approval.
- To manage the process for appointments and co-options to the Board.
- To oversee the recruitment process to appoint the CEO and recommend candidates for final interview to the Board.
- To ensure that benchmarking on salary and package for the CEO is undertaken and recommend the total individual remuneration package for the CEO to the Board.
- On an annual basis, to recommend the CEO's objectives and bonus formula to the Board, assess performance against objectives, and recommend to the Board any bonus or incentive payments due.
- To make recommendations to the Board concerning the formulation of plans for succession for the CEO.
- To support the integration of the HR and Organisational Development strategy within CIM's overall strategy.
- To monitor the salary ranges for senior managers and remuneration trends throughout CIM on an annual basis.
- To recommend the rewards strategy to the Board, monitor it and provide guidance where required.
- To review material changes to contractual terms and staff policies and procedures and if outside of agreed policy, recommend their adoption to the Board.
- To review any material changes in employee benefits structures throughout CIM and, if outside agreed policy recommend their adoption to The Board.

5. Authority

The committee may obtain external professional advice up to a limit of £2,500 if it considers this necessary. Any amounts greater than this require the prior approval of CIM's Chair.

6. Reporting

The Committee reports to the Board of Directors.

Minutes of committee meetings will be provided to the Board and the Committee Chair will produce an annual report for the Board.

BR202 – The Audit and Risk Committee

1. Type

Standing Committees of the Board of Directors are established under CIM's Bye-law 47 which provides for the Board to delegate such powers and functions as the Board thinks fit. The committee is accountable to the Board.

Bye-laws 52-59 provide for appropriate accounting records and audit activity.

2. Purpose

To advise the Board of Directors on matters relating to the external audit; risk management and internal controls assurance; the integrity of financial statements; the findings and recommendations of any authorised investigations and to ensure that CIM operates appropriate controls to safeguard its assets.

3. Membership and Meetings

3.1 The Committee consists of:

- A qualified accountant
- One member of the Board of Directors
- Up to three Voting Members.

3.2 The term of office on the Committee is three years, which may be extended for one further period of three years, provided that the committee member still meets the criteria for membership of the committee.

3.3 A member of the Committee shall cease to be such if:

- 3.3.1 being appointed as a member in his or her capacity on a Committee s/he ceases to hold that office;
- 3.3.2 being appointed as a member by the Board of Directors, that appointment is ended;
- 3.3.3 s/he fails to attend three consecutive meetings of the Committee without the prior consent of the Committee Chair; or
- 3.3.4 s/he offers their resignation from the Committee.

3.4 In order to preserve the independence of the Committee, its members are not permitted to be members of any other committee, except as observers, unless a member of the Board of Directors under clause 3.1.

3.5 CIM's Chair may not be a member of the Committee.

3.6 No member of CIM staff may be a member of a Committee and ex staff may not be members unless one year has lapsed since their employment with CIM ended.

3.7 The Committee shall meet as often as is necessary to conduct its business.

3.8 The Committee will appoint a Chair. The Chair will serve for a term of office of two years, which may be renewable. The Chair must be a Voting Member.

3.9 The quorum of the Committee is three or one third of its membership whichever is the greater. In addition, a majority of those present must be Voting Members.

3.10 The Institute Secretary or his/her nominee will be the Secretary of the Committee and will normally attend committee meetings.

3.11 The Committee shall regulate its meetings in accordance with CIM's Constitution and policies and failing any such guidelines will undertake alternative directions after consultation with the Board of Directors.

3.12 The Committee shall ensure that minutes are made of all meetings and these will include the names of the members present at each meeting.

- 3.13 Meetings of the Committee will be called by either the Chair or the Secretary providing at least seven days' notice is given.
- 3.14 All members of the committee are members in their own right and there is no procedure for alternative attendees.
- 3.15 If a vote is required, it will be by those members present at the meeting.
- 3.16 The committee can hold meetings by suitable electronic means in which each participant may communicate with all the other participants.
- 3.17 The Chair or a Vice Chair of CIM shall be entitled to attend meetings of the Committee as an observer.
- 3.18 The CEO and Finance Director will normally attend meetings of the Committee and the Committee Chair may also ask others to attend in a non-voting capacity.
- 3.19 Any potential conflict of interest must be declared to the Chair and/or Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.

4. Functions

The functions of the Committee are:

- To consider the appointment and performance of the external auditors and make recommendations to the Board in relation to the appointment or removal of the auditor.
- To ensure that a competitive tendering process for the external auditor is undertaken at least every seven years and to oversee this process.
- To investigate any reasons for resignation of an auditor.
- To recommend the terms of engagement and remuneration of the external auditors to the Board of Directors.
- To review the performance, work and findings of the external auditors, assessing their independence and objectivity, monitoring their compliance with relevant ethical and professional guidance and annually assessing the effectiveness of the audit process.
- To hold at least one meeting per year with the external auditors without the staff present. In addition, the external auditor shall be given the right of direct access to the committee.
- To discuss with the external auditors the nature and scope of the audit before its commencement.
- To review all external audit reports, including consideration of the annual audit and agreement of the annual audit letter before submission to the Board and any work taking place outside of the annual audit plan, together with the appropriateness of management responses.
- To review the Statutory Annual Report and Accounts and Annual Review before submission to the Board of Directors, focusing particularly on
 - The wording in the annual report regarding the internal control framework;
 - Changes in and compliance with accounting policies and practices;
 - Unadjusted mis-statements in the accounts;
 - Major judgemental areas;
 - Significant adjustments resulting from the audit.
- To review the systems and processes of risk management and internal control across CIM, in particular the adequacy of risk and control related disclosure statements. It will seek reports and assurances from Directors and managers as appropriate, concentrating on the overarching systems for risk management together with indicators of their effectiveness.
- To review CIM's fraud register at least annually or as required. It will receive reports on the review of all cases of actual or attempted fraud and ensure that appropriate action has been taken.

5. Authority

The committee may obtain external professional advice up to a limit of £2,500 if it considers this necessary. Any amounts greater than this require the prior approval of CIM's Chair.

6. Reporting

The Committee reports to the Board of Directors.

Minutes of committee meetings will be provided to the Board and the Committee Chair will produce an annual report for the Board.

BR203 - The Constitution and Ethics Committee

1. Type

Standing Committees of the Board of Directors are established under CIM's Bye-law 47 which provides for the Board to delegate such powers and functions as the Board thinks fit. The committee is accountable to the Board.

2. Purpose

The purpose of the Committee is to provide advice to the Board of Directors on CIM's governance documents and policies.

3. Membership and Meetings

- 3.1 The Committee consists of one member of the Board of Directors and up to five members appointed by the Board of Directors.
- 3.2 The term of office on the Committee is three years, which may be extended for one further period of three years, provided that the committee member still meets the criteria for membership of the committee.
- 3.3 A member of the Committee shall cease to be such if:
 - 3.3.1 being appointed as a member in his or her capacity on a Committee s/he ceases to hold that office;
 - 3.3.2 being appointed as a member by the Board of Directors, that appointment is ended;
 - 3.3.3 s/he fails to attend three consecutive meetings of the Committee without the prior consent of the Committee Chair; or
 - 3.3.4 s/he offers their resignation from the Committee.
- 3.4 No member of CIM staff may be a member of a Committee and ex staff may not be members unless one year has lapsed since their employment with CIM ended.
- 3.5 The Committee shall meet as often as is necessary to conduct its business.
- 3.6 The Committee will appoint a Chair. The Chair will serve for a term of office of two years, which may be renewable.
- 3.7 The quorum of the Committee is three or one third of its membership whichever is the greater. In addition, a majority of those present must be Voting Members.
- 3.8 The Institute Secretary or his/her nominee will be the Secretary of the Committee and will normally attend committee meetings.
- 3.9 The Committee shall regulate its meetings in accordance with CIM's Constitution and policies and failing any such guidelines will undertake alternative directions after consultation with the Board of Directors.
- 3.10 The Committee shall ensure that minutes are made of all meetings and these will include the names of the members present at each meeting.
- 3.11 Meetings of the Committee will be called by either the Chair or the Secretary providing at least seven days' notice is given.
- 3.12 All members of the committee are members in their own right and there is no procedure for alternative attendees.
- 3.13 If a vote is required, it will be by those members present at the meeting.
- 3.14 The committee can hold meetings by suitable electronic means in which each participant may communicate with all the other participants.

- 3.15 The Chair or a Vice Chair of CIM shall be entitled to attend meetings of the Committee as an observer.
- 3.16 The CEO will normally attend meetings of the Committee and the Committee Chair may also ask others to attend in a non-voting capacity.
- 3.17 Any potential conflict of interest must be declared to the Chair and/or Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.

4. Functions

The functions of the committee are:

- To keep under review CIM's Constitution, Schedule of Delegated Authority and governance policies and advise the Board of Directors of any recommended changes.
- To review and recommend updates to CIM's Code of Professional Conduct and Disciplinary procedures.
- To review CIM's committee structure and make recommendations to the Board of Directors.

5. Authority

The committee may obtain external professional advice up to a limit of £2,500 if it considers this necessary. Any amounts greater than this require the prior approval of CIM's Chair.

6. Reporting

The Committee reports to the Board of Directors.

Minutes of committee meetings will be provided to the Board and the Committee Chair will produce an annual report for the Board.

BR204 - The Strategy and Finance Committee

1. Type

Standing Committees of the Board of Directors are established under CIM's Bye-law 47 which provides for the Board to delegate such powers and functions as the Board thinks fit. The committee is accountable to the Board.

2. Purpose

To oversee the development and implementation of the Strategy as agreed by the Board. To oversee the development of a Financial Plan, including budgeting and cash flow ensuring achievement of the objectives. To monitor the subsequent implementation of these plans to ensure that they are achieved within the timeframe agreed by the Board.

3. Membership and Meetings

- 3.1 The Committee consists of the Chair and one Vice Chair of the Board of Directors plus up to three other members of the Board. One of these members must be a qualified accountant who is a member of a recognised professional body.
- 3.2 The term of office on the Committee is three years, which may be extended for one further period of three years, provided that the committee member still meets the criteria for membership of the committee.
- 3.3 A member of the Committee shall cease to be such if:
 - 3.3.1 being appointed as a member by the Board of Directors, that appointment is ended;
 - 3.3.2 s/he fails to attend three consecutive meetings of the Committee without the prior consent of the Committee Chair; or
 - 3.3.3 s/he offers their resignation from the Committee.
- 3.4 No member of CIM's Audit and Risk Committee may be a member of this committee.
- 3.5 No member of CIM staff may be a member of a Committee and ex staff may not be members unless one year has lapsed since their employment with CIM ended.
- 3.6 The Committee shall meet as often as necessary to conduct its business.
- 3.7 The Committee will appoint a Chair. The Chair will serve for a term of office of two years, which may be renewable. CIM's Chair may not Chair the Committee.
- 3.8 The quorum of the Committee is three or one third of its membership whichever is the greater. In addition, a majority of those present must be Voting Members.
- 3.9 The Institute Secretary or his/her nominee will be the Secretary of the Committee and will normally attend committee meetings.
- 3.10 The Committee shall regulate its meetings in accordance with CIM's Constitution and policies and failing any such guidelines will undertake alternative directions after consultation with the Board of Directors.
- 3.11 The Committee shall ensure that minutes are made of all meetings and these will include the names of the members present at each meeting.
- 3.12 Meetings of the Committee will be called by either the Chair or the Secretary providing at least seven days' notice is given.
- 3.13 All members of the committee are members in their own right and there is no procedure for alternative attendees.
- 3.14 If a vote is required, it will be by those members present at the meeting.

- 3.15 The committee can hold meetings by suitable electronic means in which each participant may communicate with all the other participants.
- 3.16 A Vice Chair who is not a member of the committee may attend meetings of the Committee as an observer.
- 3.17 The CEO and Finance Director will normally attend meetings of the Committee and the Committee Chair may also ask others to attend in a non-voting capacity.
- 3.18 Any potential conflict of interest must be declared to the Chair and/or Institute Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.

4. Functions

The functions of the committee are:

- To ensure that the process for the development and implementation of CIM's operational plan and the strategy, as agreed by the Board is in place and working effectively.
- To consider all matters of Business Strategy and Policy, as developed by the Executive and to make recommendations to the Board of Directors as necessary.
- To review current financial performance, ensuring that there are robust plans in place to correct any material adverse variance/s from the budgeted financial plan.
- To review CIM's annual financial plan, including financial forecasts and to review performance against the budgets and to make recommendations to the Board as necessary.
- To ratify any increase in salary levels to £85k FTE or above per annum.
- To monitor closely cash flow position and forecasts and to make recommendations to maintain and determine liquidity levels.
- To examine long term financial projections, particularly those elements requiring more detailed review than in the annual budget proposals.
- To receive reports as appropriate on actual or potential breaches of any banking covenant and to ensure appropriate corrective action is taken by the Executive.
- To evaluate and approve any proposal for capital investment prepared by the Executive in line with Capital Expenditure approval limits.
- To review any financing options for recommendation to the Board.

5. Authority

The committee may obtain external professional advice up to a limit of £2,500 if it considers this necessary. Any amounts greater than this require the prior approval of CIM's Chair.

The committee has delegated authority to convene a meeting of the Board of Directors with reasonable notice if it believes it to be necessary.

6. Reporting

The Committee reports to the Board of Directors.

Minutes of committee meetings will be provided to the Board and the Committee Chair will produce an annual report for the Board.

BR 205 Regional Chairs Group

1. Type

Standing Committees and Groups are established under CIM's Bye-law 47 which provides for the Board of Directors to delegate such powers and functions as the Board thinks fit.

2. Purpose

2.1 To improve cross regional communication, collaboration and engagement and to foster the ongoing relationship between CIM's Head Office and the regional network within the UK and key international markets.

The purpose of improved communication is to:

- ensure full engagement of the volunteer network.
- provide a channel where the volunteer network can express its views and concerns.
- facilitate improved discussion across regions/ countries.
- disseminate best practice through information sharing.

2.2 Members will abide by CIM's Volunteer Code of Conduct.

3. Membership and Meetings

3.1 The Group shall comprise of a representative (usually the Chair) appointed from each UK and International Regional Board.

3.2.1 Where the Chair of a Region cannot attend a meeting, a Vice Chair can be nominated as a replacement.

3.3 A member of the Board of Directors will be invited to attend meetings of the Group.

3.4 A member of the Group shall cease to be such if:

3.4.1 being appointed as a member in his or her capacity as a member of a Regional Board s/he ceases to hold that office;

3.4.2 s/he offers their resignation from the Group.

3.5 The Group shall meet at least four times per year.

3.6 Meetings of the Group will usually be held by teleconference or videoconferencing, to ensure that all of its members can participate at the same time. However, there will be at least one face to face meeting per year.

3.7 Attendance of International Region Chairs will be remote for all meetings, removing the need for travel.

3.8 The group will be chaired by a CIM SMT member or the CEO.

3.9 The Chair may invite observers/advisors from time to time to support with specific areas of interest.

3.10 Key actions from each meeting will be recorded by the Chair

3.11 The Group shall regulate its meetings in accordance with CIM's Constitution and policies and failing any such guidelines will undertake alternative directions after consultation with the Board of Directors.

3.12 Meetings of the Group will be called by the Chair providing at least seven days' notice is given.

3.13 Any potential conflict of interest must be declared to the Chair prior to the start of the meeting or when the member is first aware of a potential conflict arising.

4. Functions

The functions of the Group are:

- To support communication channels with members, member groups and marketing communities and review performance.
- To share best practice and learnings from regional activity with the regional network (through their Chairs).
- To be involved in specific projects, as agreed by the Group, designed to improve the engagement of the CIM volunteer network.
- To ensure that regional teams are kept fully informed of CIM strategy and key initiatives and how the volunteer network can support CIM in achieving those.
- To ensure that regional teams communicate, both internally and cross functionally, using Microsoft Teams.
- To suggest improvements and developments to support communication when required.

5. Authority

The Group is advisory only.

BR206 Member Groups

1. Type

Standing Committees and Groups are established under CIM's Bye-law 47 which provides for the Board of Directors to delegate such powers and functions as the Board thinks fit.

2. Purpose

CIM has Regional Boards, Project Teams and Sector Interest Groups (SIGs) based within the UK and Internationally (Member Groups).

2.1 Each Member Group shall regulate its proceedings in accordance with CIM's Royal Charter, Bye-laws, General Regulations and Board Regulations.

2.2 Members of all Member Groups will abide by CIM's Volunteer Code of Conduct.

3. Regional Boards - UK

3.1 Each Regional Board shall comprise a Chair and up to three Vice Chairs plus up to 11 Ambassadors.

3.2 All Regional Board members must be members of CIM at any grade. The Chair and Vice Chairs must be Voting Members.

3.3 Appointments to the Regional Board will be made every three years or as determined by the Board of Directors when all Members within the Region will be contacted by CIM inviting them to express interest in the role of Chair, Vice Chair or Ambassador for their Region.

3.4 The Chair and Vice Chairs will be appointed by interview.

3.5 Once formally appointed, the Chair and Vice Chairs may convene an initial meeting at which the only business will be to appoint Ambassadors to serve on the Regional Board.

3.6 Ambassadors will approve the appointment of Project Team members (in line with Regional Operational plans) to assist the Board in carrying out specific projects. Project Team members will not be members of the Regional Board and do not need to be CIM members.

3.7 The term of office for the Chair and Vice Chairs is three years renewable for one further continuous term in that role, subject to clause 3.3. An Officer completing six years' tenure may not re-stand to that role until they have completed a break in office of three years.

3.8 The term of office for Ambassadors is up to three years.

3.9 Project team members do not have a term of office.

3.10 No member of CIM staff may be a member of a Regional Board and ex staff may not be members unless one year has lapsed since their employment with CIM ended.

3.11 A serving Regional Board member shall not be eligible to serve on the Board of Directors.

3.12 A member of a Regional Board shall cease to be such if:

3.12.1 s/he ceases to be a member of CIM;

3.12.2 s/he fails to attend three consecutive meetings of the Board without the prior consent of the Chair;

3.12.3 s/he ceases to reside or work in the Region;

3.12.4 s/he is elected to the Board of Directors.

4. Sector Interest Groups

4.1 Members of a SIG Committee (CIM members of any grade) will serve for three years. Members are not restricted in tenure of service but must be re-elected to the Committee in order to serve subsequent terms.

- 4.2 Each SIG Committee will appoint a Chair and a Vice Chair at their discretion.
- 4.3 The term of office for the Chair and Vice Chairs is three years renewable for one further continuous term in that role. An Officer completing six years' tenure may not re-stand to that role until they have completed a break in office of three years.
- 4.4 A member of a SIG Committee shall cease to be such if:
- 4.4.1 s/he ceases to be a member of CIM;
 - 4.4.2 s/he fails to attend three consecutive meetings of the committee without the prior consent of the Chair;
 - 4.4.3 s/he ceases to work in the sector covered by the SIG.

5. International Member Groups

- 5.1 For historical reasons, and in some cases to comply with local laws, member groups outside of the UK are organised in a number of different ways. As far as possible, CIM wants to ensure a consistent approach. All Member Groups that operate as part of CIM must comply with this Board Regulation.
- 5.2 Members of all International Group Committees must be members of CIM at any grade.
- 5.3 Any organisations that are incorporated locally should be established as subsidiaries of CIM, unless local laws prevent this. In all instances where Member Groups are operated through companies, incorporated in the relevant country, the local organisation should be established using a name agreed by CIM's Board of Directors and may not use any name which could be construed to cause confusion with CIM. The local organisation is expected to enter into an agreement with CIM.
- 5.4 Insofar as local laws allow, international CIM Groups should be managed and provide member benefits in line with policies set by the Board of Directors.

BR300 – Entrance Fees and Annual Subscription

Bye-law 14 requires regulations for entrance fees and subscriptions.

1. All entrance fees will be paid at the time of applying for membership. If an application is unsuccessful the entrance fee will be returned.
2. The amounts of entrance fees and annual subscriptions will be determined by the Board of Directors.
3. All annual subscriptions are due either on an individual anniversary date or if paid by monthly direct debit on that due date. They will remain due unless the member has properly resigned by giving CIM one month's notice of their intention to do so.
4. Membership will be deemed to have lapsed three months after an annual subscription becomes due, or immediately when a monthly direct debit is unpaid.

BR301 – CPD and Chartered Marketer Status

1. CIM will operate a series of continuing development programmes to support members' on-going learning and the relevant programme will be dependent on the individual's grade and status. All programmes will run in line with the individual's membership year.
2. All members taking part in CPD will be required to complete sufficient CPD activity to meet the requirements of the relevant development programme.
3. In order to achieve Chartered Marketer status, a member will need to satisfy the requirements as set out in Bye-law 4g. This will include a skills evaluation following the necessary years of CPD.
4. Chartered Marketers are entitled to use the relevant designatory letters – 'Chartered Marketer' or 'CMktr' – after their name and may use the Chartered Marketer logo in accordance with CIM's branding guidelines.
5. Chartered Marketers will pay any increased subscription determined by the Board.
6. To maintain Chartered Marketer status a member must demonstrate, at the time of their membership renewal, that their on-going CPD activity meets the requirements of the programme. CIM will audit Chartered Marketer CPD records to ensure that high standards are maintained across the Chartered Marketer community.
7. For any member failing to meet the requirements for maintaining their Chartered Marketer status, their status will be deemed to have ceased three months after their submission becomes due.
8. If a member is found to be claiming Chartered Marketer status falsely, they may be subject to disciplinary action under the Code of Professional Conduct.
9. If a current Chartered Marketer is found to be using the designatory letters and branding inappropriately, they may have their Chartered Marketer status removed until such time as the issue has been satisfactorily rectified.

Attachment relating to Clause 4 of the General Regulations on Elections to the Board of Directors

Regions for Elections to the Board

Europe and the United Kingdom will be defined as including the following countries. For the purposes of elections all other countries shall be regarded as being in the other regions. In the event of any uncertainty arising the current United Nations statistical definitions for geographic regions shall be used to determine which region a country falls into.

Åland Islands	Latvia
Albania	Liechtenstein
Andorra	Lithuania
Austria	Luxembourg
Belarus	Malta
Belgium	Monaco
Bosnia and Herzegovina	Montenegro
Bulgaria	Netherlands
Channel Islands	Norway
Croatia	Poland
Czech Republic	Portugal
Denmark	Republic of Moldova
Estonia	Romania
Faeroe Islands	Russian Federation
Finland	San Marino
France	Sark
Germany	Serbia
Greece	Slovakia
Gibraltar	Slovenia
Guernsey	Spain
Holy See	Svalbard and Jan Mayen Islands
Hungary	Sweden
Iceland	Switzerland
Ireland	Ukraine
Isle of Man	United Kingdom of Great Britain and Northern Ireland
Italy	The former Yugoslav Republic of Macedonia
Jersey	



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