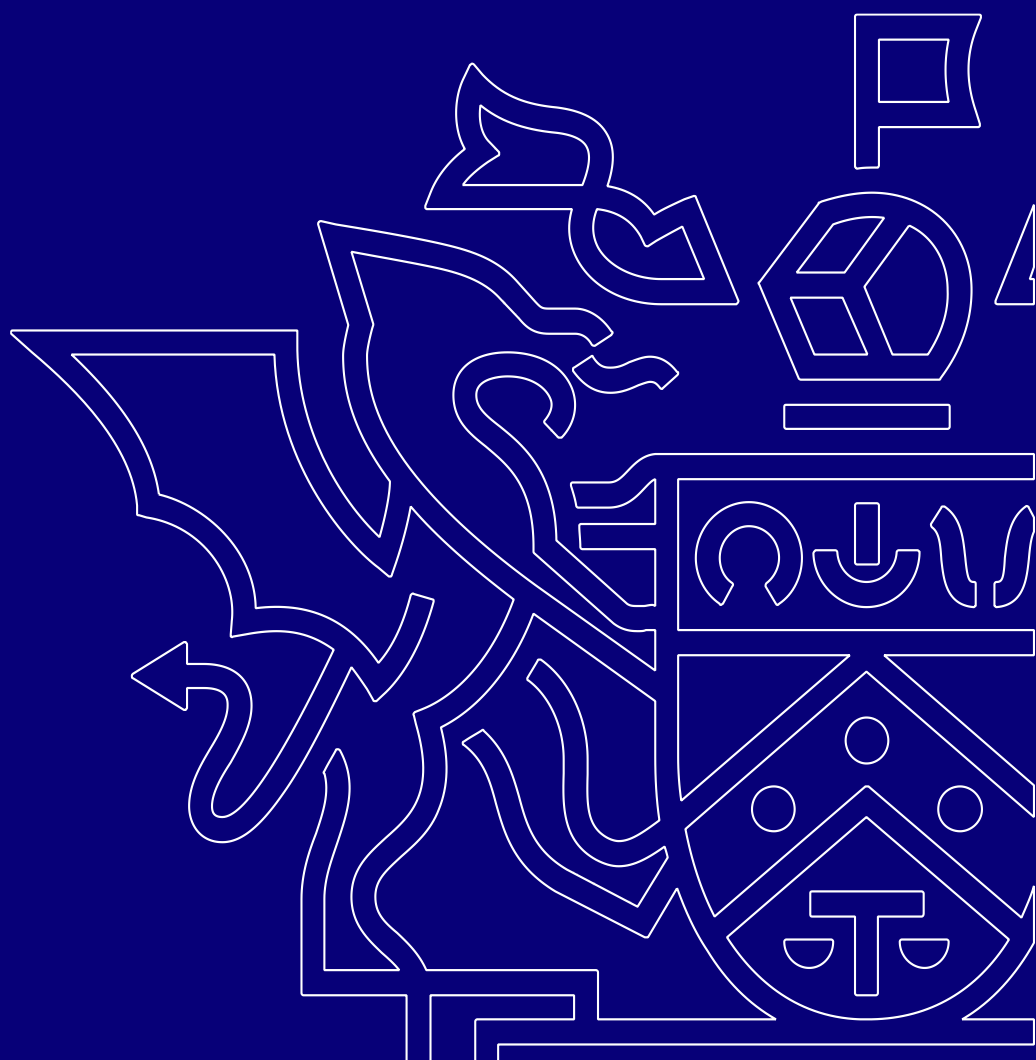


CIM

Constitution



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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 Deney

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, 12th day of February 2020 and 15th day of February 2023.

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 (whether by attendance or by participation by means of electronic facility or facilities) 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 7th day of February in the Thirty-Eighth 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.

Last updated February 2023

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)
Hybrid meeting	A General Meeting which is held at both a physical location and through an electronic facility, providing members with the option to attend the meeting either in person or virtually
In person	Participation in a meeting by physically attending the meeting. A meeting which is held "in person" is held at a physical location
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.
Virtually	Participation in a meeting through an electronic facility which allows a member to hear the proceedings, speak and be heard at the meeting, and participate in the business for which the meeting has been convened
Virtual meeting	A General Meeting which is held exclusively using an electronic facility without a corresponding physical, in-person meeting
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 of experience at a sustained senior level dealing with strategic marketing issues (general or specialist) including ten years at, or close to, Board level influencing organisational direction and decision making. He/she must demonstrate authority, innovation and professional integrity, applying advanced and specialist marketing skills and techniques, including synthesis and evaluation to solve complex problems which help to redefine existing professional practice and its interface with other functional areas, which implies knowledge at the most advanced frontiers of marketing; or
 - vi. provides evidence of at least 15 years of marketing experience in a marketing consultancy of which ten years should be as a senior consultant working with clients at a strategic level at, or close to, Board level.
- b. A person can be admitted as a Member by the Board
- i. if he/she has completed the Institute's Level 7 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and additionally can evidence his/her ability to deal with operational and strategic marketing issues (general or specialist). In addition, he/she needs to demonstrate autonomy and responsibility for managing complex marketing activities or projects and taking responsibility and/or decision making in unpredictable marketing and/or organisational environments including accountability for marketing budgets over a period of five years; or
 - ii. upon the successful completion of the Institute's Level 6 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and is able to evidence his/ her ability to deal with operational and strategic marketing issues (general or specialist), can demonstrate autonomy and responsibility for managing complex marketing activities or projects and taking responsibility and/or decision making in unpredictable marketing and/or organisational environments including accountability for marketing budgets over a period of seven years; or
 - iii. if he/she is able to provide evidence of sustained expertise through dealing with strategic marketing issues (general or specialist) that have influenced marketing and/or organisational direction and decision making over a period of ten years overall marketing experience of which seven years should be at marketing management and/or senior consultant level including accountability for marketing budgets. In addition, he/she needs to demonstrate authority, innovation and professional integrity, applying advanced and specialised marketing skills and techniques, including synthesis and evaluation to solve complex problems which help to redefine existing professional practice and its interface with other functional areas; or
 - iv. if he/she has satisfactorily completed the Institute's Level 7 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board and provides evidence of minimum five years of teaching and/or practical experience.

- c. A person can be admitted as an Associate Member by the Board
 - i. upon the successful completion of the Institute's Level 6 qualification or an equivalent professional, vocational or academic qualification acceptable to the Board; or
 - ii if he/she is able to evidence his/her ability to deal with marketing issues (general or specialist) at an operational level and influence marketing management or organisational decision making over a period of three years. In addition, he/she must demonstrate accountability for the management and utilisation of marketing resources by internal and/or external stakeholders.
 - d. A person can be admitted as an Affiliate provided that he/she is actively engaged in or considering a career in a marketing and/or related role or is studying for a marketing qualification or intending to take up studying for a marketing qualification.
 - e. Persons admitted to membership under Bye-laws 4av., 4avi., 4biii. and 4cii. will not exceed 25% of the total number of Voting Members at any time.
 - f. The Board shall have the power permanently to suspend the provisions of Bye-laws 4av., 4avi., 4biii. and 4cii.
 - g. Voting Members 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. The AGM and any EGM may be held in person, as a virtual meeting, or as a hybrid meeting, as may be determined by the Board. The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting but shall be under no obligation to provide facilities for a virtual or hybrid 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, participate in 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. If the Board determines that a General Meeting shall be held as a hybrid meeting or a virtual meeting, the notice shall include a statement to that effect; specify the means of attendance and participation at the General Meeting and any access, identification and security arrangements; and state how it is proposed that persons attending or participating in the Meeting should communicate with other attendees during the 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 or (where the Board has determined that the Meeting shall be held as a virtual or hybrid meeting) virtually.
- 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. Where the Board has made provision for a hybrid or virtual meeting, a proxy may attend and vote virtually. 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 at a virtual or hybrid meeting will be a poll vote of all Voting Members, whether present in person or virtually. On a poll vote, Voting Members may vote in person or by proxy and every Voting Member will (subject to Bye-law 29. below) have one vote.
- 29.** A poll vote 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. On a poll vote, a Voting Member who is also a proxy may vote personally and as a proxy, and may cast as many votes for and against the resolution as his instructions as proxy allow.
- 30.**
 - a. The Chair of any General Meeting may, with the consent of the Voting Members present (whether in person or virtually) 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 or, where the meeting is a hybrid meeting or virtual meeting, if the electronic facility being used to host the meeting experiences technical issues. If in any other case (e.g. lack of

time to finish business) he/she purports to do so, Voting Members present (whether in person or virtually) 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, 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. Where a Meeting is held as a hybrid or virtual meeting, any inability of a person to attend or participate in the Meeting by way of electronic facility or facilities shall not invalidate the proceedings of that Meeting.
- 36.** No Voting Member of the Institute will be entitled to receive notice of, attend, participate in or 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

Last updated December 2022

General Regulations on Elections to the Board of Directors

1. There will be a maximum of fourteen Directors.
2. There will be three 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 four.
 - c. Staff Member Directors of whom there shall be a maximum number of one.
3. All Directors with the exception of Co-opted Directors and the Staff Member Director 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 41a. 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 and Staff Member Directors are appointed by the Board.
 - b. The co-option of Directors by the Board and the appointment of Staff Member Directors shall be conducted in accordance with Board Regulations. A Co-opted Director and a Staff Member Director need not be a Voting Member of the Institute.
 - c. 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.
 - d. Staff Member Directors will be appointed for so long as they remain in their staff role, or as otherwise determined by the Board.

- 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.
 - d. 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.
 - e. 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;
 - 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.

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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