

BYE-LAWS

OF

THE INSTITUTE OF PROFESSIONAL INVESTIGATORS

1. CODE OF ETHICS.

- (a) To conduct myself with honesty, integrity and uphold the highest moral principles and avoid conduct detrimental to my profession.
- (b) To conduct all investigations within the bounds of legality, morality and professional ethics.
- (c) To guard my own professional reputation and that of my professional associates.

2. HONORARY FELLOWSHIPS.

The Board of Governors may award the distinction of HONORARY FELLOWSHIP to a MEMBER of the Institute who, having retired from the profession through advanced age or ill-health, has given outstanding service to the Institute. Such Fellows retain the right of vote at General Meetings.

The Board of Governors may award the distinction of HONORARY FELLOWSHIP to a NON-MEMBER for outstanding services to the Institute or to the profession of investigation, which FELLOW shall have NO voting rights at General Meetings.

3. LIFE MEMBERSHIP.

The Board of Governors may award a LIFE MEMBERSHIP to a MEMBER in recognition of outstanding services to the Institute. Such LIFE MEMBER retains his right of vote at General Meetings.

4. EXAMINATION PROCEDURE.

The rules guiding the submission of a Thesis and/or sitting an examination to attain FELLOWSHIP of the Institute shall be in strict accordance with the procedure set out in Appendix 'A' marked "EXAMINATION PROCEDURE" and dated October 1979.

5. CORRESPONDENCE COURSES.

In accordance with the objects of the Institute, distance learning courses will be available to Professional Investigators with a view to obtaining qualification for Membership of the Institute by way of examination, that level of Membership to be dictated by the level of examination passed, and agreed by the Admissions Committee.

6. **GENERAL MEETINGS.**

The rules and procedure conducting General Meetings shall be in accordance with the Institute's accepted publication on such rules and procedure marked and identified as Appendix 'B' - "RULES AND PROCEDURE at GENERAL MEETINGS" - and the publication shall constitute the authority of the Chairman.

7. **CERTIFICATE OF MERIT & THE JAMES D COLE AWARD (25/10/02).**

(i) **Certificate of Merit**

The Board of Governors may, at their discretion, award a Certificate of Merit to a person or persons, notwithstanding they are not Members or Fellows of the Institute of Professional Investigators, for any outstanding practical or academic contribution or act of bravery whilst in pursuance of justice and truth.

(ii) **The James D Cole Award**

1. The title of the Award shall be "**The James D Cole Award for Excellence in Investigations.**" (hereinafter referred to as 'the Award')
2. The successful recipient of the Award shall be a member of the Institute of Professional Investigators whom in the opinion of the Board of Governors:
 - a) during the qualifying period for the Award has achieved a significant professional or academic award in the field of study of investigations,or
 - b) shall merit the Award in recognition of his/her lifetime achievement in the field of professional investigations and/or contribution towards the good standing and professional recognition of investigators.
3. The Award shall be conferred on a biennial basis (initial Award Year 2002) and presented at the Annual Banquet in each Award Year. This to continue for the presentation of 5 awards.
4. Nominations in writing for recipients of the Award shall be submitted by members of the Institute, duly seconded, for consideration by the Board of Governors, to be received by the Secretary General of the Institute by the 30th September in the initial Award Year and by the 31st May in each subsequent Award Year.
5. The successful recipient of the Award shall be decided on a majority vote of

the Board of Governors whose decision shall be final.

6. After presentation of the Award at the Award Ceremony the Award trophy shall be retained in the safekeeping of the Institute and the recipient shall receive a personal copy for retention.
7. The successful recipient shall allow the Institute the opportunity of publicity in relation to the Award.
8. The Institute will undertake insurance arrangements in respect of the Award.
9. The Award has been donated through the kindness and generosity of Mr James D Cole FIPI and Companion of the Institute, together with successive Award copies.

8. RETIRED MEMBERS' ROLL.

Any Fellow or Member who retires from the profession due to age or ill health may apply for transfer to the Retired Members' Roll on payment of 40% of the annual subscription rate. Retired Members may attend, without invitation, all General Meetings of the Institute and participate in discussions and debates without the right of vote. All retired Members on the Roll will receive the Institute's correspondence, notices and publications as if a full Member.

9. Student (October 2008)

Qualifications

- (a) The applicant must be not less than 18 years of age,
- (b) Persons entering the profession without prior qualifications may be admitted as Student Members,
- (c) The applicant must pass the scrutiny of the Admissions Committee and, if successful, be informed that a Student Member does not have any voting rights at General Meetings,
- (d) Subject to the alternative method of progression provided for by subsection (h) below, the Student must take and pass the Institute Distance Learning Course to achieve Associate membership within twelve months, and if issued with a membership certificate, it should carry a highlighted notice of expiry.
- ~~(d)~~(e) On passing the Distance Learning Course, a Student Member will be awarded Associate Membership.

~~(e)~~(f) The fees for a Student will be set by the Board of Governors and will be 50% of that required of a full member,

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~~(f)~~(g) No reference may be made to the category of participation on correspondence paper.

~~(g)~~(h) A Student of 12 months who does not pass the Distance Learning Course may apply for membership as an Associate if he/she has otherwise complied with the requirements of Associate Membership.

9a **ASSOCIATE (October 2008)**
Qualifications

- a) The applicant must have not less than 12 months experience as an investigator OR shall have passed the Institute's Distance Learning Course.
- b) He must satisfy the Board of Governors that he is a Professional Investigator in accordance with the Memorandum and Articles of Association, or if not so engaged, that he has passed the Institute's Distance Learning Course.
- c) The applicant must pass the scrutiny of the Admissions Board and if successful be informed that Associate Members do not have any voting rights at General Meetings
- d) Subject to the alternative as stated in (a) above, the applicant must satisfy the Admissions Board that they are employed full time as investigators and that their past experience merits participation although they do not hold any recognised academic certificates, which would allow them to be admitted as full members.
- e) Fees for an Associate Member will be 75% that of a full member and any identification card issued should highlight the category of participation.
- f) Reference may be made to the category of participation on correspondence paper by showing the category unabbreviated. The letters AssocMIPI may be used.

9b **Definition of a Professional Investigator. (4th July 2002)**

For Institute purposes a professional investigator is defined as "Any person who is engaged, fully or part-time in a paid capacity in either the private or public sector,

- (a) in investigatory activities as defined by Section 4(1), Schedule 2 of the Private Security Industry Act 2001, or
- (b) in criminal investigations, or

(c) in the investigation of accidents or of events that may give rise to legal action, or

(e)(d) who, whilst predominantly engaged in another occupation, has extensive, provable involvement in activities equivalent to the aforementioned classes of investigation and who can satisfy the Admissions Committee that they comply with all legal, professional and ethical rules that govern the way in which those activities are undertaken.

10. RULES FOR EXAMINATION OF SUBMITTED THESIS.

- (i) The applicant must first submit to the Institute a title synopsis of his subject consisting of not more than one hundred words
- (ii) The applicant must then be informed by the Chairman of the Examination Panel as to the subject's suitability for examination
- (iii) A thesis shall consist of at least eight thousand words on a subject designated by the applicant and accepted by the Board of Governors.
- (iv) Once prepared it should be submitted in triplicate to the Institute and passed to the Thesis Panel. After reading the same the Thesis Panel will decide whether it is acceptable and, if so, may then have it read by the author at an Institute training session or seminar at which time he may be questioned respecting its contents.
- (v) The Thesis and recommendation of the Thesis Panel shall then be passed to the Board of Governors who shall, if satisfied as to its content and presentation, award a Fellowship to the applicant.
- (vi) After submission of the Thesis the author must assign all copyright in that document to the Institute except with the specific exemption permitted by the Board in respect of works to thesis standard required of Members in their normal employment.
- (vii) The subject must be relevant to the investigation profession.
- (viii) The Thesis must be the original work of the applicant.
- (ix) The applicant must have the ability to identify the problems and study them carefully.
- (x) The applicant must show resourcefulness and query relevant information.
- (xi) Must have the ability to draw conclusions, which follow the facts and make practical and legitimate recommendations.

- (xii) In depth of study and extent of student's utilisation of the material.
- (xiii) The form and written presentation must be set out in a clear and unambiguous manner, following clear lines of thought and in a professional manner.

xiv) A full bibliography must be shown.

MARKING

A	Presentation (including standard of typing and grammar)	20%
B	Originality	15%
C	Depth of Study and Conclusions	50%
D	Interest	15%

In order to be considered for the award of Fellowship, an overall total of 70% must be achieved.

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12. BOARD MEMBERS EXPENSES.

Board Members may claim car mileage allowance at the rate of 40p per mile when attending IPI General, Board and Committee Meetings. This allowance applies for travel from home to meeting and return to home.

13. COMPLAINTS PROCEDURE.

- (i) The person with overall responsibility for the investigation of allegations made against a member of the Institute will be the Chairman of the Ethics and Standards Committee, (afterwards referred to as The Chairman) assisted by any Member of the Institute which he may designate.

NB. This is to cater for the cases where enquiries in the field are necessary, it being envisaged that a member of good repute can be requested to assist.

- (ii) All letters of complaint or those which contain information should be acknowledge immediately by the Secretary General prior to his passing it to the Chairman. He will then be available to assist or advise the Chairman.
- (iii) Where a complaint does not involve a serious ethical or criminal irregularity, an attempt should be made to resolve the complaint/dispute informally, provided that a written record is made and a report submitted to the Board. Where the complaint is basically an allegation of negligence, as distinct from unethical conduct, the writer should be advised as to his civil remedies.

- (iv) Where enquiries reveal a prima facie breach of The Code of Ethics, Byelaws or Memorandum and Articles, the subject of the complaint shall be informed by a letter from the Secretary General using first class prepaid mail. This should outline details of the allegation and invite a response within 14 days, giving his/her version of the matter in question.
- (v) The Secretary General will monitor the progress of the enquiry and discuss with the Chairman any undue delay in concluding the enquiry.
- (vi) When the Chairman has completed his enquiry, he will collate all information and evidence in a file, which he will forward to the Principal with his conclusions and recommendations.
- (vii) The Principal will come to a decision in the matter in consultation with the Secretary General, who has the authority to seek legal advice if necessary. At this point in the procedure compliance with Article 72 (iii) shall be mandatory.
- (viii) All disciplinary action taken against a member must be endorsed by a simple majority of the Board of Governors.

14. TERMS OF REFERENCE OF COMMITTEES.

14.1 Appointments of members to Committees are made by the Board of Governors of the Institute and a list of such appointments will be produced annually.

14.2 General Terms of Reference for all Committees are as follows:

- (a) The Chairman will collate the findings of the Committee and submit a written report to each meeting of the Board of Governors for ratification.
- (b) The Chairman will ensure that any expenditure and all expenses of the Committee held within the amount allocated within the budget submitted by the Treasurer of the Institute and approved by the Board of Governors.
- (c) The Chairman will prepare, and if required, deliver an Annual Report in connection with the work of the Committee, through the Principal to the Membership in Annual General Meeting.
- (d) A copy of the Minutes of all Committee Meetings will be submitted to the Secretary General for inclusion in the records of the Institute.
- (e) All expenses incurred by a Committee or its Members will be placed before the Board of Governors for approval.

- (f) The Chairmen and Members of all Committees do not have authority to incur the Institute in any ongoing commitment or financial transaction outwith the approved annual budget without prior approval of the Board of Governors.
- (g) The Chairman will monitor the national and/or international scene of his Committee's activity and advise the Principal and Secretary General of any changes in existing regulations or adjustments to approach for consideration by the Board of Governors.

14.3 Specific Terms of Reference for each Committee are as follows:

14.4 Admissions Committee

- (a) The Admissions Committee will consist of:
 - (i) A Chairman, who will be a Member of the Board of Governors
 - (ii) The Secretary General
 - (iii) At least one other Member of the Institute
- (b) The Admissions Committee will consider all applications for membership of the Institute, make such enquiries as are considered necessary to ensure an applicant falls within the category of a person suitable for membership, and take cognizance of all current regulations and policies in connection with Admissions to Membership and exercising some degree of discretion when doing so.
- (c) The Chairman will maintain liaison with the Chairman of the Education and Training Committee, when considered necessary, with the latter vetting the Educational aspects of applications for Membership, before these are received by the Admissions Committee.
- (d) In all cases where membership is refused the Chairman will outline the reason or reasons for the refusal, in his report to the Board of Governors.

14.5 Thesis Panel

- (a) The Thesis Panel will consist of:
 - (i) A Chairman, who will be a Fellow of the Institute, and who will be a Member of the Board of Governors.
 - (ii) Such Members as considered appropriate by the Panel Chairman with due cognizance of the specialist knowledge and experience necessary in reviewing each Thesis submitted. The Board of Governors to be advised of such short-term appointment.

- (b) The Chairman will receive all applications for possible advancement to Fellow from members and approve the title and subject matter of any proposed Thesis and act thereafter as directed by the current declared policies
- (c) The Chairman will cause the study of a submitted Thesis, assisted by Members falling into category 5(a)(ii) above, determining the originality of the contents and presentation and assessing the value relevant to a recommendation to the Board for the award of a Fellowship to the author, or rejection.
- (d) The Chairman will liaise with the Chairman of the Education and Training Committee to ensure a common approach towards the creation and maintenance of Institute policy in respect of advancement to Fellow.
- (e) The Chairman and members of the Thesis Panel will be responsible for promoting the value of Fellowship of the Institute and will encourage Members to submit Thesis to gain professional advancement.

14.6 Education and Training Committee

- (a) The Education and Training Committee will consist of:
 - (i) A Chairman, who will be a Member of the Board of Governors; or will be the appointed Director of Studies.
 - (ii) Four members, the majority of whom will be Members of the Board of Governors.
 - (iii) Two persons serving on the Education and Training Committee will be Fellows of the Institute.
- (b) The Chairman will, with the assistance of the Committee Members, ensure the availability of ongoing training for existing Members.
- (c) The Chairman will, with the assistance of the Committee Members, make provision for the suitable academic and vocational training of potential members and ensure the availability of an appropriate examination system.
- (d) The Chairman will, with the assistance of Committee Members, organise, if required, basic specialist training for the employees of Members and others as well as extension and update of knowledge for existing Members in the form of Seminars.
- (e) The Chairman will liaise with the Chairman of the Admissions Committee, when considered necessary, and will vet the educational aspects of applications for participation and with the Chairman of the Thesis Panel to ensure a common approach towards the creation and maintenance of Institute Policy in respect of advancement to Fellow.

- (f) The overall application of this Committee will be to assist the Chairman to:
 - (i) Identify training needs
 - (ii) Design training programmes
 - (iii) Arrange and conduct training programmes
 - (iv) Assess students who have completed training programmes

14.7 Ethics and Standards Committee

- (a) The Ethics and Standards Committee will consist of:
 - (i) A Chairman, who will be a Member of the Board of Governors but who will not be the Principal
 - (ii) Such other Members of the Institute who shall, from time to time, be deemed necessary to cope with the work presented to the Committee.
- (b) The Chairman of the Committee will confirm to Bye-law 13.

14.8 Legislation Committee

- (a) The Legislation Committee will consist of:
 - (i) A Chairman who will be a Member of the Board of Governors.
 - (ii) Such other member(s) as considered appropriate by the Board of Governors.
- (b) The Committee will monitor and report on British and European Legislation as it affects those engaged in the profession of professional investigation.
- (c) The Committee will seek to influence public, investigatory and Parliamentary opinion in respect of any current or forthcoming legislation likely to affect the professional investigatory profession.
- (d) The Committee will liaise with other bodies as considered necessary to ensure that the opinions of the Institute, in respect of legislation, are communicated to those bodies and that the opinions of those bodies are presented to the Board of Governors.
- (e) The Chairman will report material change in legislation and the introduction of new legislation to the Membership at as early a stage as possible by the inclusion of relevant information in 'The Professional Investigator'.

14.9 Editorial Committee

- (a) The Editorial Committee will consist of:
 - (i) A Chairman who will be a Member of the Board of Governors
 - (ii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Editorial Committee will produce bi-monthly, appropriate text and advertising material for inclusion in the Institute's official Journal, 'The Professional Investigator'.
- (c) The Chairman of the Committee will ensure that all requests for text concerning the Institute or activities or opinions of the Institute are directed to either the Principal or the Secretary General before final submission to the enquirer.

14.10 A.G.M. Committee

- (a) The AGM Committee will consist of:
 - (i) A Chairman, who will be a Member of the Board of Governors
 - (ii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Chairman will, with the assistance of Committee members, ensure that appropriate accommodation is available to accommodate each Annual General meeting and associated events, and by liaison with the Secretary General, make provision for those associated events.

14.11 Legal Aid – Scotland Committee

- (a) The Legal Aid – Scotland Committee will consist of:
 - (i) A Chairman, who will be a member of the Institute and who normally conducts business in Scotland
 - (ii) Such other member(s) as considered appropriate by the Board of Governors.
- (b) The Chairman will liaise with the Scottish Legal Aid Board and establish a mutually agreeable scale of charges for investigative and associated services and will, after ratification by the Board of Governors, arrange to have this information communicated to the membership.

14.12 Members and Registered Investigators Representative

- (a) The Representative will be a Member of the Board of Governors
- (b) The Representative will make himself available to the whole membership of the Institute and all Registered Investigators to communicate to the Board any aspects of

investigatory activity or Institute policy of which they are critical.

14.14 Marketing Committee

- (a) The Marketing Committee will consist of:
 - (i) A Chairman who will be a Member of the Board of Governors
 - (ii) The Secretary General
 - (iii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Chairman will ensure that the recruitment endeavours of the Institute are maximised and that appropriate recruitment literature and information is available for use by all Members.
- (c) The Chairman will design, initiate and implement recruitment programmes and campaigns as considered necessary by the Board of Governors
- (d) The Chairman will liaise with the Chairman of the Admissions Committee.

14.15 Property and Equipment Committee

- (a) The Property and Equipment Committee will consist of:
 - (i) A Chairman who will be a member of the Board of Governors
 - (ii) The Treasurer
 - (iii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Chairman will consider the requirements of the Institute in respect of equipment and property in consultation with the Secretary General and will recommend the necessity for and the urgency of acquisition as well as the means by which acquisition will be funded.

14.16 International Affairs Committee

- (a) The International Affairs Committee will consist of:
 - (i) The Chairman, who will be a Member of the Board of Governors
 - (ii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Chairman will monitor the international investigatory scene and advise the Principal and Secretary General of any changes in existing national regulations or

adjustments to any international approach to professional investigation.

- (c) The Chairman will liaise with the Chairman of the Recruitment Committee to ensure that any initiatives in recruitment will be available to potential international membership and encourage overseas investigators to apply for participation in Institute activity.

14.17 Forward Planning Committee

- (a) The Forward Planning Committee will consist of:
 - (i) The Chairman, who will be a Member of the Board of Governors
 - (ii) Such other member(s) as considered appropriate by the Board of Governors
- (b) The Chairman will ensure that a plan is formulated to ensure that the Institute has arrangements in hand for the progression of the Institute during the following five years and that advantage is taken of any opportunity, which exists through external factors to assist in that progression.
- (c) The Chairman will maintain close liaison with the Chairmen of all Institute Committees to ensure co-operation in projected activities and the successful introduction of new initiatives.
- (d) The Chairman will ensure that realistic plans are drawn up and progress monitored and make recommendations for amendment when appropriate to the Board of Governors.

15. LOGO.

- i. Participants of every category may reproduce the Institute of Professional Investigators logo provided that the words "The Institute of Professional Investigators" appears below the logo.
- ii. Use of the logo is restricted to personal and business correspondence, and advertising material. Should a Member be employed by a firm where the principal, partner or a director is **not** a member of the Institute, the logo cannot be displayed on any material belonging to that firm other than in accordance with Bye-Law 19 (post).
- iii. The logo may **ONLY** be reproduced at the FOOT of any business or promotional literature and may not be utilised in any fashion so as to suggest that the Institute actively promotes or endorses the business concerned. If necessary, clear wording

should be added to identify the Member of the Institute participating in the Institute's activities.

16. DISQUALIFICATION OF BOARD MEMBERS.

- (i) Any elected Board Member who, having been notified of meetings in the customary and accepted manner, fails to attend two such meetings within a period of twelve months without reasonable justification shall, after ratification by the Board, forfeit his position as a member of the Board of Governors.
- (ii) Any elected Board Member who in the opinion of a majority of the Board is not contributing sufficient input to warrant his continued presence as a Board Member shall forfeit his position as a member of the Board of Governors. Any person so excluded shall have the right to appeal to the general membership at the first general meeting following his exclusion.

NB: Exclusion from the Board for any of the foregoing reasons must be published in the following edition of The Professional Investigator.

17. Deleted.

18. CONTINUOUS PROFESSIONAL DEVELOPMENT (CPD)

- (i). All UK based members of the Institute with less than 9 years membership will, having joined on or after 1 January 1997, be required to accumulate and prove a total of 25 CPD points per 3 year period, that proof to be submitted with membership renewal.
- (ii) Points will be accumulated at the following rates:
 - Attendance at a one-day Seminar presented by the Institute - 10 points
 - OR
 - Attendance at other approved training functions (per day) - 5 points
 - OR
 - Presenting a lecture/paper (minimum 1 hour) at an approved Seminar/Conference - 15 points
 - OR
 - Authorship of an acceptable educational text on an investigator subject published in a recognised Journal (per 1,000 words) - 5 pointsMax. 15 points)

19. DIRECTORY OF MEMBERS IN PRIVATE PRACTICE.

- (1) At the Board's discretion participants of the Institute carrying on business in private practice may, at their request, be included in the Directory of Members in Private Practice. Participants who are directors, principals and partners in companies providing services to the private sector may have extra entries in the Directory at a cost to be decided annually by the Board of Governors.
- (2) Participants who are employed by firms who do not have a director, principal or partner participating in the Institute may, on certain conditions, have their employers details listed in the Directory of Members in Private Practice. The listing shall be restricted to the employee's own place of employment and no other entry shall be permitted. Conditions relating to this category are as follows:
 - (a) The company or firm concerned must provide an investigatory service to the private sector
 - (b) The participant seeking the entry must hold a senior management position in the company or firm and have complete autonomy as regards operational matters of an investigatory nature. The participant must hold full responsibility for employing and dispensing with the services of other investigators under his/her control employed by the company or firm.
 - (c) The company or firm must comply with Article 9 of the Articles of Association and must be responsible for all employees to comply with Article 21 of the Memorandum and Articles of Association of the Institute of Professional Investigators.
 - (d) Other than in accordance with Byelaw 15 the Institute's logo must not be used on company literature. A notation that the company or firm complies with the Institute's Codes of Conduct will be permitted.
 - (e) All applications for this type of entry in the Directory of Members in Private Practice must be placed before the Board of Governors for their acceptance.
 - (f) Willingness to comply with the above conditions must be received from a director, principal or partner of the company or firm in writing.

APPENDIX 'A'

EXAMINATION PROCEDURE.

Every person wishing to achieve Membership or Fellowship status within the Institute must satisfy the Board of Governors that he is sufficiently qualified and experienced to be awarded such status. No candidate will be eligible to apply for Membership of the Institute unless he has passed examinations acceptable and approved by the Institute.

The following regulations apply only in respect of the Institute's examinations.

1. EXAMINATION COMMITTEE

The Institute shall exercise and maintain an Examination Sub-Committee consisting of a Chairman, who shall be a Member of the Board of Governors, together with two Fellows and two Members. One Member of the Sub-Committee must practice business in Scotland. The Sub-Committee shall be responsible:

- (a) To examine and verify the vocational and/or academic qualifications of potential Members and recommend or reject progress of any application for membership purely on that basis.
- (b) To endeavour to create the necessary assessment criteria in respect of the required range of modular examination subjects for submission through the Education and Training Committee.

2. EXAMINATION SYLLABUS.

A MEMBERSHIP EXAMINATIONS

The Institute will develop and provide examinations to allow for the promotion of Student Members to Associate Members.

Until such time as the Institute makes available an examination for applicants to achieve direct entry as full Members, the Board of Governors will assess and, where the Admissions and Education and Training Committees agree, recognise externally provided qualifications when considering an applicant's higher level of participation within the Institute than that of Associate.

B FELLOWSHIP EXAMINATIONS

To obtain Fellowship status, a Member must submit a Thesis of at least eight thousand words in accordance with the principles outlined in Byelaw 10.

APPENDIX 'B'.

RULES AND PROCEDURE AT GENERAL MEETINGS.

DUTIES OF THE CHAIRMAN

The Chairman should be well acquainted with the statutory rules, standing orders or other relevant rules of the body over which he is presiding, and his decisions must be governed and controlled by them.

The Chairman should -

- (i) See that the meeting is properly convened in accordance with the rules and properly constituted e.g. that proper notice was given; that there is a quorum of members present; and that his own appointment is regular and in order.
- (ii) Take care that all the requirements of the relevant rules are duly observed.
- (iii) See that the items of business are taken in the order set out in the agenda paper, unless that order is altered with the consent of the meeting.
- (iv) Take care that due and sufficient opportunity is given to those who wish to speak (and particularly the minority) to express their views on the subject under debate or discussion. Speakers should be called on by name. The Chairman has no right to prevent discussion upon the matter, which is included in the notice convening a meeting, and he should see that the sense of the meeting is properly ascertained with regard to any question which is properly before the meeting.
- (v) Allow no discussion unless there is some motion before the meeting.
- (vi) Prevent irrelevant discussion, and forbid a second speech on the same motion except in the case of a proposer, when under the rules he has a right of reply.
- (vii) Take the sense of the meeting by putting the motions and amendments in proper form. Unless the relevant rules otherwise provide, voting will be by show of hands in the first place. Before declaring that a motion is lost or carried a Chairman has a right to have a recount if he is uncertain who has voted for or against the motion.
- (viii) At all times ensure that proper Minutes of the meeting are kept and that a true record is made of the number of votes for, against and abstentions, of every vote taken and that at the earliest opportunity he peruses the Minutes presented to him following each meeting, for approval and circulation to the other Committee Members in the form so approved by him.

DISCUSSION AND DEBATE.

The conduct and control of the discussion or debate is mainly in the hands of the Chairman, who must be discreet, impartial and tactful in its management. The following rules are, it is suggested, appropriate.

- (1) Every Member who so desires should, where practicable, have an opportunity of speaking upon each motion; no second speech to be allowed except that the mover of the original motion should have the right of reply. Members should usually stand whilst speaking except when in Committee. Every speech should be addressed to the Chairman, and as far as possible reference to persons by name should be avoided. Every member who speaks should direct his speech strictly to the motion under discussion or to an explanation, or to a question of order. Sometimes a time limit to length of speeches is fixed, which may be varied by the consent of the meeting.
- (2) The order in which members should speak is determined by the Chairman, who should endeavour to ascertain either the implied or express wishes of the meeting thereof, any conflict of opinion being settled by vote of the meeting. The Chairman should call each member, whom he wishes to speak, in turn and by name. According to custom, the member who is entitled to address the meeting is the one who first rises to speak and who is observed by the Chairman; in that event, to prevent uncertainty, the Chairman announces the member's name. If a meeting declines to accept the choice of the Chairman as to who shall speak, e.g. when several members rise simultaneously to address the meeting, it is open to the meeting to resolve this matter by formal motion, e.g. that Mr A be now heard. But deference to the Chairman is a principle, which should be invariably observed. It is not open to the majority to prevent the views of the minority being put forward.
- (3) The Chairman should impartially allow supporters and opponents of a motion equal opportunities of speaking, and have regard to the rights of minorities.
- (4) The Chairman should insist on members refraining from unseemly interruptions or making a running commentary on the remarks of the speaker, and from holding informal sub-committees or private conversations sotto voce during debate, or any other conduct tending to disturb the meeting. He should call a member to order for repetition, unbecoming language or any breach of order, and may direct such member, if speaking, to discontinue his speech.
- (5) Points of order which may be raised by any member, whether he has previously spoken or not, should be taken immediately they are brought to the notice of the Chairman. Explanations, which should be brief and to the point, must not introduce new topics. The Chairman should not allow a speech or debate to follow an explanation, and unless he is firm about this a wrangle and possible disorder generally follows. The Chairman's decision on points of order is final, and in it he should have the loyal support of the meeting.

- (6) Members should realise that support of the Chairman and the maintenance of order expedites the transaction of business, and that the conduct of a disorderly member, if unchecked, may result in a disorderly and ineffective meeting. A want of support for the Chairman often makes the subject of discussion a vehicle for personalities, to the detriment of good feeling and good taste.
- (7) Discussion must be relevant to the subject under debate. Members who ignore this rule, or who use offensive language, or impute improper motives to colleagues, should be sharply dealt with by the Chairman, and in the event of persistent disregard of the authority of the Chair, should be requested to retire from the meeting, and, if necessary, removed therefrom.
- (8) The rising of the Chairman should be accompanied by silence, and any member speaking should immediately resume his seat.

THE CASTING VOTE.

In the absence of express provision a Chairman has no second or casting vote, but this privilege may of course be conferred by the relevant rules that govern the meeting.

Where a Chairman has a second or casting vote he should give his first vote as a Committee Member when the vote of the other members is being taken. If there is an equality of votes he may then, and only then, exercise his casting vote, which should be against the Motion (even if he has originally voted for the Motion) so that the Motion is lost and the status quo retained. Thus he is not prevented from exercising his ordinary vote one way and his casting vote another, or he may decline to vote at all upon either his first vote as a Committee Member or to exercise the second or casting vote. In the case of equality of votes, and the Chairman declined to exercise his casting vote, the Motion is lost.

The Chairman should follow the fair and long established practice of exercising the casting vote to defeat the Motion and thereby retain the status quo. This is very important to maintain and the Proposer (or any other Committee Member) may, if he wishes, pursue his proposal or motion at a later meeting when his proposal and arguments are then more attractive or otherwise to the Committee, and it may well then succeed or again be defeated with a greater decisive majority.

POINT OF ORDER.

A Point of Order must deal strictly with the conduct or procedure of the meeting. A member may not call a Point of Order simply because he disagrees with the view of the Chairman or the person addressing the meeting.

Points of Order may be made relative to the following:

Incorrect Procedure; Irrelevancy; Improper Language and Transgression of Rules and Procedure.

Incorrect Procedure:

Any act not in accordance with the express provisions of the Memorandum, Articles and Byelaws or contrary to the procedure set out under the foregoing paragraphs under the headings of Duties of Chairman and Discussion and Debate.

Irrelevancy:

When the Speaker deviates from the particular subject matter under discussion at the time he is addressing the meeting.

Improper Language:

Use of foul language; personal abuse of any person or persons who may or may not be present, whether they be members or otherwise, by actual words or by innuendo. Willful and reckless misrepresentation.

A Point of Order must be called immediately the breach or transgression has taken place and cannot be raised at a later time. It shall be addressed to the Chair and stated briefly. No speeches are allowed and the Chairman's ruling is final (subject to certain exceptions - see next paragraph). The Chairman shall either correct the Speaker or overrule the objection.

If one or more member does not accept the Chairman's ruling as correct, he may propose a motion of No Confidence in accordance with the appropriate rules governing procedure for motions.

DEFINITIONS.

RESOLUTIONS.

Ordinary Resolutions usually referred to in the Act as Resolutions of the Company in General Meeting, are those, which are passed by a majority of those voting at any kind of general meeting. Authority under Section 184 of The Companies Act provides that a Company may, by Ordinary Resolution, remove a Director before the expiration of his period of office. Special notice is required of any Resolution to remove a Director under the Section or to appoint somebody instead of a Director so removed.

Extraordinary Resolution is one which has been passed by a majority of three fourths of such members as being entitled so to do voting in person at a general meeting of which notice specifying the intention to propose the resolution as an Extraordinary resolution has been given.

Special Resolution required for altering Articles, making alterations in the objects clause of the Memorandum and of certain other matters in the Memorandum - i.e. change of name of the Company and reducing the capital. To pass a Special Resolution involves the same requirements as for Extraordinary Resolutions except that instead of fourteen days' notice, twenty-one days are

required and the Resolution must be specified in the notice as a Special Resolution. The majority required is the same as for an Extraordinary Resolution. A proviso permits the passing of a Special Resolution at a meeting of which less than twenty-one days' notice has been given if it is so agreed by a majority in number of the members having the right to attend the vote, the majority together representing 95%.

AMENDMENTS.

The amendment to an Ordinary Resolution must be within the scope of the notice convening the meeting. Every amendment must be put to the meeting and a proposed amendment need not be seconded unless the Articles specifically require this; therefore a Chairman is not justified in refusing a motion of amendment because there is no seconder unless the Articles or rules expressly provide that all motions or amendments shall be seconded.

MOTIONS.

A Motion is a proposal moved by a member. If resolved upon it becomes a resolution; therefore it is inaccurate to speak of submitting a resolution to a meeting. All motions should be:

- (a) in writing signed by the mover and handed to the Chairman of the meeting unless they are procedural motions.
- (b) relevant to the business for which the meeting is called, within the scope of the notice convening the meeting and within the powers of that meeting.
- (c) duly proposed and where it is the practice of the meeting or is required by the rules, seconded.

Motions cannot be withdrawn unless with the unanimous consent of the members present. Motions which are not moved by the person who has given notice or by some other member for him are dropped motions and cannot be revived without a new notice. Motions should be discussed in the order in which they appear on the Agenda paper unless the members present wish otherwise. A motion which has been negatived may not be brought forward again at the same meeting but may be brought forward at a future meeting.

When there is no amendment to a motion it is put to the meeting for its opinion and if agreed to becomes the resolution of the meeting. When there is an amendment to the motion, it should be put to the meeting first. If not carried, other amendments in turn may be put and if all amendments are lost, the original motion is put to the meeting for its decision. A mover of a motion may vote for an amendment but in doing so he would in effect withdraw his original motion.

Ordinary amendments can be moved without previous notice provided they are relevant to the motion and not outside the scope of the notice convening the meeting and do not involve such a substantial alteration of the motion as to make it a new motion. Amendments generally seek to:

- (a) Omit certain words
- (b) Omit certain words and insert others
- (c) Insert additional words

Amendments should be dealt with separately and should be taken in their logical order. The Chairman has no personal authority to either accept or reject an amendment but obtains authority from the meeting. If an amendment has not been seconded, that amendment is still good.

AMENDMENTS.

An Amendment

- a) must not merely negate the motion. A person wishing to move such an amendment may achieve the same result by voting against it.
- (b) should, if the rules so provide, be formally moved and seconded.
- (c) must come strictly within the scope of the notice convening the meeting.

Amendments substantially altering the motion cannot usually be put without proper notice. Any amendment without notice, which substantially alters the motion of which notice is required, is out of order, as is also any amendment which is merely obstructive or dilatory.

- (d) should preferably be in writing, clearly stating the proposed alteration, signed by the mover, and given to the Chairman.
- (e) may be moved and seconded by members who have not already spoken on the motion; after which all members have a right to speak upon the amendment, unless the relevant rules otherwise provide.
- (f) must not be moved after the question is put.
- (g) gives no right of reply to the mover.
- (h) cannot be withdrawn without the consent of the meeting.
- (i) if there is an equality of votes, and the Chairman does not exercise his casting vote, then the motion is deemed not carried.

Sometimes a motion to which an amendment is proposed to be moved is withdrawn and if it is properly withdrawn, which usually requires the consent of the meeting, the amendment is lost.