Bye-laws approved by Privy Council 5 November 2014

SECTION 1  Interpretation

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws the provisions of the Charter shall prevail.

2. In these Bye-laws, unless the context otherwise requires: expressions or words used in the Charter shall have the meanings there defined;

2.1 The expressions “Individual Member”, “Organisation Member”, “President”, “Vice-President”, “Honorary Treasurer”, and Chief Executive Officer shall be read and construed as if the words “of the Institute” were inserted thereafter;

2.2 The following expressions have the following meanings:

“Annual General Meeting” the General Meeting held further to Bye-law 20;

“Audit Committee” means the Audit Committee established in accordance with Bye-law 56(c);

“Ballot” means a Full Ballot or a Written Ballot;

“Board” means the Board of Trustees for the time being appointed pursuant to the Charter and these Bye-laws;

“Board Member” means a member of the Board, whether elected or appointed;

“Chair” means the chair of the Board appointed in accordance with Bye-law 41

“Charter” means the Charter of Incorporation of the Institute;

“Chief Executive Officer” means the person appointed to that post in
“Devolved Nation” means Wales, Northern Ireland and Scotland;

“Disciplinary Committee” means the Disciplinary Committee established in accordance with Bye-law 74(e);

“Duly Appointed Body” means any person or body of people to whom or to which powers are reserved or properly delegated under the Charter or these Bye-Laws;

“Full Ballot” means a ballot of all the Individual Members conducted in accordance with Regulations and not taken at a General Meeting;

“General Meeting” means a general meeting in which the Individual Members assemble including the Annual General Meeting;

“governance year” means the period from 1 January to 31 December;

“Honorary Fellows” means those individuals admitted to be Honorary Fellows in accordance with Bye-law 14;

“Honorary Officers” means the President, the Vice-President, and the Honorary Treasurer;

“Individual Member” means an individual who is admitted as a Member in accordance with the Regulations;

“Member” means a member of the Institute in any category of membership established in accordance with the Regulations;

“Organisation Member” means a corporate body, society or other non-corporate organisation which maintains or is interested in libraries or information services and is admitted as a Member in accordance with the Regulations;

“Regional Member Network” means a body of Members associated with a geographical area as defined from time to time by the Board;

“Registered Practitioner” means an Individual Member who is entitled under these Bye-laws and the Regulations to use after his or her name the letters ÑMCLIPÑ, ÑFCLIPÑ or ÑACLIPÑ and is respectively entitled to describe himself or herself as ÑChartered Member of the CILIPÑ, ÑChartered Fellow of the CILIPÑ or ÑCertified Member of the CILIPÑ;

“Regulations” means regulations made and published by the Board in accordance with Bye-law 28;

“Special Interest Group or” means a group established with the approval of the
3. Where these Bye-laws confer any power to make Regulations that power shall be construed as including power to rescind, revoke, amend or vary any Regulations made in pursuance of that power.

SECTION 2

Categories and Privileges of Membership

4. The categories of Membership and the privileges and obligations applicable to each category shall be established by Regulations provided that Organisation Members shall not be entitled to vote at General Meetings nor on the election of Board Members, nor to hold office in the Institute.

5. Membership shall not be transferable and shall cease on death. All the privileges of membership shall be enjoyed by a Member for his or her own benefit and the Member shall not be entitled to transfer such privileges or any of the benefits derived therefrom to any other person, firm, company or body.

Subscriptions

6. The Institute in General Meeting shall have power to determine the amount of all subscriptions, entrance, registration, admission and other fees (except for examination fees) payable by the Members. The Board, however, shall have the power to make Regulations for the payment of subscriptions (including payment by instalment) and for suspension and expulsion from the Institute in the case of a Member failing to pay. The Board may also make Regulations admitting persons to membership or continuing Members in membership at reduced subscriptions. Members paying reduced subscriptions shall enjoy all the privileges of membership applicable to their category of membership, including voting and the receipt of publications usually distributed to Members. The amount of examination fees shall be determined from time to time by the Board.

Admission, Removal and Reinstatement of Members

7. Members shall be admitted by the Board and may be removed in accordance with the procedures prescribed in Regulations.

8. The Board shall have power to reinstate any Member whose membership has been cancelled for any reason, and may cause reinstatement to be subject to previous compliance with such conditions as it may determine, including the payment of subscriptions in arrears.

9. There shall be maintained at the offices of the Institute a Register of Members containing the names of all Members identifying their category of membership and identifying those who are Registered Practitioners. Copies of the Register of
Members shall be published in such manner and at such intervals as the Board shall decide.

SECTION 3

Professional Registration

10. The Board shall from time to time make Regulations for the purpose of establishing the rights and responsibilities of Registered Practitioners, testing the proficiency of Members desiring to be admitted as Registered Practitioners and testing the continuing proficiency of Members so admitted.

11. The Board shall have power to grant exemption from the provisions contained in the Regulations or parts thereof to Members who are considered by the Board to have satisfied criteria equivalent to those contained in the Regulations.

12. The Board shall issue to each Registered Practitioner a certificate indicating his or her respective Registered Practitioner status. Such certificates shall remain the property of the Institute. Any Registered Practitioner ceasing to be a Member or otherwise ceasing to hold the relevant Registered Practitioner status shall immediately cease to describe himself or herself as a Registered Practitioner.

13. The Board shall have power to cancel the registration of any Registered Practitioner whose membership is terminated for any reason and to reinstate the registration when such Registered Practitioner has been reinstated to membership under Bye-law 8. The Board may specify the conditions under which reinstatement may be made, including the payment of a further registration fee. Any Registered Practitioner whose registration is so cancelled shall immediately cease to describe himself or herself as a Registered Practitioner.

SECTION 4

Honorary Awards

14. The Board shall have power to admit as Honorary Fellows individuals who in the opinion of the Board have rendered distinguished service in promoting the objects of the Institute. Honorary Fellows shall be entitled to use after their names the letters "HonFCLIP" and to describe themselves as "Honorary Fellow of the CILIP".

15. The Board may remove any person's Honorary Fellow status, in which case that person shall cease to describe himself or herself as an Honorary Fellow of the CILIP and cease to use the letters "HonFCLIP".

SECTION 5

Conduct of Members

16. The Board shall have power to issue a set of Ethical Principles and Code of Professional Practice setting out the standards of professional behaviour expected of Members and may from time to time amend the ethical principles and code or any part or parts thereof.
17. Every Member (including every Organisation Member and its representatives) shall observe the provisions of the Charter, the Bye-laws and the Regulations and shall conduct him or herself in such a manner as shall not prejudice his or her professional status or the reputation of the Institute and without prejudice to the generality of the foregoing shall, in particular, comply at all times with the Ethical Principles and Code of Professional Practice prescribed and published by the Board under the provisions of the last preceding Bye-law.

18. The Board shall make and publish Regulations for the conduct of the disciplinary proceedings in respect of any complaint made against a Member and such Regulations may establish a range of sanctions including the suspension or expulsion of a Member.

19. Disciplinary proceedings shall be conducted by the Disciplinary Committee as prescribed by these Bye-laws and Regulations.

SECTION 6

General Meetings

20. The Annual General Meeting of the Institute shall be held once in every year at such place and at such time as the Board may determine, provided that no more than sixteen months shall elapse between such meetings.

21. The Board may whenever it thinks fit convene a General Meeting and the Chief Executive Officer shall convene a General Meeting within one calendar month of receiving a requisition from any one hundred Individual Members, provided that the purpose for which the meeting is to be called is stated in the requisition.

22. The Board may make and publish Regulations for the management and conduct of General Meetings.

23. The proceedings at any General Meeting or on the conduct of a Ballot shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Bye-laws or Regulations.

24. The business of the Annual General Meeting shall be to receive and consider the annual report of the Institute, the Honorary Treasurer's report and the balance sheet and accounts of the Institute with the auditor's report thereon; to determine the amount of subscriptions and other fees in accordance with Bye-law 6, to appoint auditors in accordance with Bye-law 66; any motions of which notice shall have been given in the notice of the meeting; and to consider any questions submitted to the meeting in accordance with Regulations. The minutes of the preceding Annual General Meeting containing a transcript of all resolutions passed shall be read or submitted to the Annual General Meeting. All other business transacted at any Annual General Meeting and all business transacted at any other General Meeting shall be deemed special business.
25. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided fifty Individual Members present in person shall constitute a quorum for an Annual General Meeting and twenty Individual Members present in person shall constitute a quorum for any other General Meeting.

26. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of Individual Members, shall be dissolved. For other General Meetings, if a quorum is not present within 30 minutes, the meeting must be adjourned to a date, time and place determined by the chair of the meeting and notified to Individual Members. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting then the Individual Members present will constitute a quorum.

SECTION 7

The Board

27. The management of the affairs of the Institute shall be vested in the Board, which, in addition to the powers and authority expressly conferred on it by these Bye-laws or otherwise, may in respect of the affairs of the Institute exercise all such powers and do all such things as may lead to the furtherance of the objects of the Institute including all such powers and things as may be exercised or done by the Institute and are not by these Bye-laws expressly directed or required to be exercised or done by any other person or by the Institute in General Meeting.

Regulations

28. The Board shall have power from time to time to make, repeal or alter Regulations as to the admission of Members, as to the management of the Institute and its affairs, as to the duties of any officers or employees of the Institute, as to the conduct of business of the Institute, the Board or any other Duly Appointed Body and as to any other matters or things within the powers or under the control of the Board provided that such Regulations shall not be inconsistent with the Charter or these Bye-laws and any Regulations (including any repeal or alteration) affecting or made in accordance with the provisions of the following Bye-laws shall not have effect unless approved by a simple majority vote at a General Meeting or by Ballot:

• Bye-law 4: categories, privileges and obligations of Members
• Bye-law 7: admission and removal of Members (but not, for the avoidance of doubt, Bye-law 6)
• Bye-law 18: disciplinary proceedings.

Composition of the Board

29. Subject to any transitional provisions in the Regulations, the Board shall consist of not more than fifteen Board Members and shall comprise the following persons:

a. Twelve Board Members, all of whom must be Individual Members, elected by the Individual Members in accordance with Bye-laws 31-35.
b. Up to Three Board Members, all of whom must be Individual Members, appointed by the Board in accordance with Bye-Laws 36-39.

30. Any person who is a Board Member may not serve during his or her term in office on any Regional Member Network or Special Interest Group.

**Election of Board Members**

31. At the annual election to be held each year for the ensuing year commencing 1 January, the Individual Members shall elect three Board Members to serve for four years. The election shall be held in accordance with Regulations and will be overseen by the Audit Committee.

32. If the Institute, for any reason, fails to fill a vacant Board Member post through the election process, then the vacancy shall be filled by the Board through the appointment process. The person filling the vacancy shall be an Individual Member and shall serve from the date appointed for the remainder of the four year term for that vacant post.

33. No Board Member shall be elected for a term of more than four years, but shall be eligible for re-election on ceasing to be a Board Member. Provided that a Board Member who has held office for eight consecutive years will not be eligible for re-election until one further full governance year has elapsed.

34. The Board shall make and publish Regulations prescribing who is eligible to vote and the requirements and procedures for the nomination of candidates for election.

35. Voting in annual elections shall be by Full Ballot.

**Appointment of Board Members**

36. The Board may appoint up to three Board Members, who must be Individual Members of CILIP.

37. No Board Member shall be appointed for a term of more than four years, but shall be eligible for re-appointment on ceasing to be a Board Member. Provided that a Board Member who has held office for eight consecutive years will not be eligible for re-appointment until one further full governance year has elapsed.

38. Appointed Board Members shall have the same rights and responsibilities as elected Board Members.

39. The Board shall make and publish Regulations prescribing the requirements and procedures for the appointment of Board Members.

**Election of Vice-President**

40. The Vice-President and President shall be appointed as follows:

40.1 At the annual election to be held each year for the ensuing year commencing 1 January, the Individual Members shall elect a Vice-President to serve for one year.
The election shall be held in accordance with Regulations and will be overseen by the Audit Committee.

40.2 The Vice-President shall be appointed as the President at the end of his or her year in office as Vice-President with effect from the date of appointment until 31 December in the year of appointment.

40.3 If the Institute, for any reason, fails to elect a Vice-President then the Audit Committee may (with the agreement of the Board) determine how the vacancy shall be filled.

40.4 Any person who is appointed President or Vice-President may not serve during his or her term in office on any Regional Member Network or Special Interest Group.

40.5 The Board shall make and publish Regulations prescribing the requirements and procedures for the nomination of candidates for election.

40.6 Voting in annual elections shall be by Full Ballot.

**Honorary Officers**

41. The Board shall appoint from among their number the Chair of the Board and Honorary Treasurer and may at any time remove them from those offices with the agreement of the Audit Committee. Appointments to those offices shall commence on the date of appointment and end on 31 December in the year of appointment, but may be renewed for subsequent terms of 1 year.

**Termination of office and filling of vacancies**

42. A Board Member shall vacate office and cease to be a member of the Board if he or she:

(a) ceases to be a Member of CILIP;

(b) is suspended from membership of the Institute;

(c) is absent from meetings of the Board for three consecutive meetings without the consent of the Board and the Board resolves that his or her office be vacated;

(d) becomes bankrupt or makes any arrangement or composition with his or her creditors;

(e) becomes in the view of the Board, incapable by reason of mental disorder;

(f) becomes prohibited by law from holding office as a charity trustee;

(g) is removed by a resolution passed by a two thirds majority of the Individual Members voting at a General Meeting;

(h) is removed by a resolution passed by a two thirds majority decision of the total number of Board Members in the case of an infringement of the Code of
Conduct for Trustees. The Board may also suspend a Board Member pending investigation of any allegations of misconduct.

43. A Board Member may at any time give notice in writing or by email of his or her resignation from the Board with effect from such date as the Board Member indicates (but only if at least three Board members remain in office when such resignation takes effect).

44. The Board shall determine in Regulations the method by which casual vacancies among elected Board Members shall be filled.

Proceedings of the Board

45. The Board may meet together for the despatch of business and adjourn or otherwise regulate their meetings and proceedings as they think fit and may hold meetings in person or by suitable electronic means.

46. Meeting of the Board shall be held at least four times in every year at such place and at such time as the Board may determine.

47. The quorum necessary for the transaction of business at Board meetings shall be eight Board Members or such higher number as the Board may determine provided that if the number of Board Members falls below this they may meet to deal with the appointment of new Board Members.

48. The Chair of the Board shall preside at meetings of the Board but in his or her absence the chair shall be taken by the Honorary Treasurer or in the absence of the Honorary Treasurer by another Board Member chosen by the Board Members present.

49. Every question at meetings of the Board shall be determined by a majority of the votes of the Board Members present in person or by electronic means and if there is an equality of votes the chair of the meeting shall have a second or casting vote.

50. All acts done by any meeting of the Board or by any Duly Appointed Body shall, notwithstanding that it shall afterwards be discovered that there were defects in the appointment of all or any of the members of the Board or of such other duly Appointed Body or that any such person was disqualified from holding office or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued in office.

51. A resolution in writing passed in such manner as may be prescribed by Regulations shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

52. A resolution approved by electronic communication in such manner as may be prescribed by Regulations shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

53. Whenever a Board Member has a personal interest in a matter to be discussed at a meeting, and whenever a Board Member has an interest in another organisation whose interests are reasonably likely to conflict with those of the Institute in relation to a matter to be discussed at a meeting, he or she must:
(a) declare an interest before discussion begins on the matter;
(b) withdraw from that part of the meeting unless expressly invited to remain;
(c) in the case of personal interests not be counted in the quorum for that part of the meeting; and
(d) in the case of personal interests withdraw during the vote and have no vote on the matter.

provided that this shall not apply to decisions regarding trustee indemnity insurance or general benefits available to Members or categories of Members of the Institute.

**Delegation of the Board’s powers**

54. The Board may by power of attorney or otherwise appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine.

55. The Board may delegate any of its powers or functions in accordance with the conditions set out in these Bye-laws, and may delegate day to day management of the affairs of the Institute to the Chief Executive Officer or other staff.

**Delegation to Committees**

56. The Board shall establish the following Committees, each of which shall be chaired by a Board Member:

(a) Policy
(b) Resources
(c) Audit
(d) Ethics
(e) Disciplinary
(f) Remuneration

57. The Board shall make Regulations in respect of each Committee prescribing:

(a) its powers and functions (including any powers of delegation);
(b) its composition, appointment and removal processes;
(c) the requirements for calling and holding of meetings;
(d) the requirements for reporting back to the Board
(e) such other matters as the Board thinks fit.
Delegation of Investment Management

58. The Board may delegate to one or more investment managers, for such period and upon such terms as it may think fit, power at the discretion of the investment manager to buy and sell investments on behalf of the Institute. Where the Board makes such a delegation it shall ensure that the investment manager is given clear instructions as to investment policy;

59. Except to the extent that the Board has exercised its power of delegation, the Board shall arrange that the investments are kept under review by one or more independent professional advisers, who shall be required to inform the Board promptly about any changes in investments which appear to them to be desirable;

60. Without prejudice to any other of its powers, the Board may if it thinks fit invest in the name of or under the control of any corporation or corporations as nominees of the Board the whole or such part of the investments and income arising from those investments as the Board may determine;

61. The Board may pay reasonable remuneration to the investment managers, independent professional advisers or nominees for services rendered under the above provisions.

SECTION 8

Financial Matters

62. Subject to the authority of the Board the Honorary Treasurer shall supervise the financial affairs of the Institute and in particular the procedures for dealing with receipts, payments, assets and liabilities. The Honorary Treasurer shall submit a report to the Annual General Meeting of the Institute. In the absence of the Honorary Treasurer the report shall be submitted by the President of the Board. The Board may make such Regulations as it sees fit as regards the payment of accounts and the signature of cheques and other financial documents.

63. The Board may borrow money for the purposes of the Institute and secure the repayment thereof or the fulfilment of any contract or engagement of the Institute in any manner, upon any security, and issue any debentures to secure the same.

64. The Board may, out of the monies of the Institute, by way of reserve fund from time to time reserve or set apart such sums as in its judgement are necessary or expedient to be applied at the discretion of the Board to meet the claims on or liabilities of the Institute, or to be used as a sinking fund to pay off debentures or encumbrances of the Institute, or for any other purpose of the Institute.

Expenses

65. Members of any Duly Appointed Body shall be paid out of the funds of the Institute all reasonable out of pocket expenses properly and necessarily incurred by them on behalf of the Institute.
Audit, Accounts and Reports

66. At each Annual General Meeting an auditor or auditors of the Institute shall be appointed by resolution of the members. No person shall be appointed auditor of the Institute who is employed by or otherwise holds office in the Institute nor unless he or she is qualified for appointment as auditor of a company (other than an exempt private company) under the provisions of the Companies Act 2006 or any statutory re-enactment or modification thereof.

67. The Board shall comply with the requirements of the Charities Act 2011 (or any statutory re-enactment or modification thereof) as to keeping financial records, the audit or examination of accounts and the preparation and submission to the Charity Commission of:

(a) annual reports;
(b) annual returns;
(c) annual statements of accounts.

SECTION 9

Devolved Nations

68. The Board may establish offices or branches in each of the Devolved Nations and shall devolve governance, function and financing or other arrangements by agreement. CILIP in Scotland has its own governance arrangements and a separate agreement with CILIP.

SECTION 10

Regional Member Networks

69. The Board may establish Regional Member Networks and shall prescribe Regulations for their membership, establishment, constitution, functions, financing, merger, dissolution and procedures. The Board may from time to time alter the boundaries of any region served by a Regional Member Network. For the avoidance of doubt, Regional Member Networks are not separate legal entities but part of the Institute.

70. The officers of the committee of the Regional Member Network shall deliver a business plan on the proposed work of the Regional Member Network each year and report on the work of the Regional Member Network during each year for the scrutiny of the Board.

SECTION 11

Special Interest Groups

71. The Board may establish Special Interest Groups and shall prescribe Regulations for their membership, establishment, constitution, functions, financing, merger, dissolution and procedures.
72. The officers of the committee of each Special Interest Group shall deliver a business plan on the proposed work of the Special Interest Group each year and report on the work of the Special Interest Group during each year for the scrutiny of the Board.

Organisations in Liaison

73. The Board may from time to time recognise independent organisations which have objects similar to the objects of the Institute and whose membership includes a significant number of Members of the Institute as Organisations in Liaison with the Institute and may determine the rights and obligations of such Organisations in Liaison.

SECTION 12

Chief Executive Officer

74. The Chief Executive Officer shall be appointed by the Board for such term, upon such conditions and by such process as the Board may think fit. The Chief Executive Officer shall keep a record of all proceedings, shall draft reports, issue notices, and conduct correspondence and shall have charge of all books, papers and other property belonging to the Institute and shall have general day to day conduct of the management of the Institute under the supervision of the Board. The Chief Executive Officer may not be on the Board.

Seal

75. The Seal of the Institute shall only be used by the authority of the Board. Any instrument to which the Seal is affixed may be signed by:

- any two Board Members; or
- a Board Member and the Chief Executive Officer; or
- by such other persons as the Board may authorise.

Notices etc.

76. All notices, voting papers and circulars and other documents required by these Bye-laws to be given or sent may be given personally or by sending the same by post to the registered address of the Member, (or, as appropriate, to the principal office of the Institute) or by email or such other suitable means as the Board may prescribe, provided always that publication of a notice in the official journal of the Institute shall constitute good service of any notice to be served upon all Members.

77. Any such notice, voting paper, circular or other document sent through the post to the registered address of any Member shall have been deemed to have been served on the Member on the third day after the day it is posted if sent by first class post and on the fifth day after posting if sent by second class post, and in proving such service it shall be sufficient to prove that such notice, voting paper or circular was properly addressed and posted. Any such document sent by email shall be deemed served on the day after transmission and in proving service it shall be sufficient to prove that the
document was transmitted by the Institute’s email server and was addressed to an email address provided by the Member to the Institute for the receipt of notices.

**Indemnity**

78. Every Board Member, other officer and every employee of the Institute carrying out the proper business of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Board out of the funds of the Institute to pay, all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into, or act or thing done or omitted to be done by him or her as such Board Member, officer or employee or in any other way in the proper discharge of his or her duty, including reasonable travelling expenses.

**SECTION 13**

**Office of the President**

79. The Office of the President, shall be controlled by the President, assisted by the Vice-President and any other person (being an Individual Member, but not being a Board Member) as the Board may decide.

80. The Office of the President shall be provided by the Board with such resources as it may reasonably require (but at the discretion of the Board) in order to perform the functions reserved to it in these Bye-laws.

81. The Vice-President shall be elected and a President appointed in accordance with Bye-law 40. Neither shall be Board Members. A President or Vice-President may be removed by a resolution passed by a two thirds majority of the Individual Members voting at a General Meeting.

82. The Vice-President shall:

(a) chair the Policy Committee established under Bye-law 56;

(b) attend meetings of the Board as an observer with a right to speak but not to vote;

(c) assist the President in the running of the Office of the President and in the performance of the President’s functions.

83. The President shall:

(a) represent the Institute at functions and may delegate this role to any other appropriate Individual Member;

(b) chair the Audit Committee and the Ethics Committee established under Bye-law 56;

(c) sit ex-officio on each of the Committees established under Bye-law 56 except the Disciplinary Committee;
(d) perform such functions as may be established by Regulations made by the Board in relation to the hearing of appeals from the decisions of hearing groups established by the Disciplinary Committee.