

SCHEDULE

BY-LAWS OF THE CHARTERED INSTITUTE OF PUBLIC RELATIONS

General

1 In the By-Laws and the Regulations made under them, unless the context otherwise requires:

(a) the following definitions apply:

“**the Charter**” means the Royal Charter to which the By-Laws are scheduled as amended from time to time and all Supplemental Charters for the time being in force;

words and expressions defined in the Charter bear the same meaning;

“**address**” includes any number or address used for the purposes of electronic communication;

“**Auditors**” means the Auditors for the time being of the Institute appointed in accordance with the By-Laws;

“**committee**” means any committee or sub-committee established by the Board

“**the Constitution of the Institute**” means the Charter, the By-Laws, the Regulations, the Code of Professional Conduct, Group rules and regulations, premises rules and all rules for the time being in force made pursuant to the Charter, the By-Laws or the Regulations;

“**the Chief Executive**” means the employee of the Institute (by whatever title) carrying out the functions of its Chief Executive;

“**electronic communication**” has the same meaning as in the Electronic Communications Act 2000 and “**electronic means**” includes doing something by electronic communication;

“**General Meeting**” means either an Annual General Meeting or an Extraordinary General Meeting of Institute members;

“**in good standing**” means that the Institute member so described neither falls within By-Law 8 nor has had their membership terminated under the provisions of the By-Laws;

“**in writing**” means written, printed or reproduced in visible and durable form by any other means, including by electronic means;

“**Institute member**” means a person who is a member of the Institute in one of the categories set out in By-Law 3;

“**Member**”, “**Fellow**”, “**Honorary Fellow**”, “**Associate**”, “**Affiliate**”, “**Student Member**”, “**Retired Member**”, and “**Corporate Affiliate**” shall have the meanings attributed to them in By-Law 3;

“**the Office**” means such place determined by the Board as is, for the time being, the principal office of the Institute;

“**Regulation**” means a Regulation made by the Board hereunder for the time being in force;

“**Voting Member**” means an Institute member qualified to vote in the affairs of the Institute by being (a) in a grade or category of membership not excluded from so voting by By-Law 3 and (b) in good standing; and

“**year**” means calendar year;

- (b) the rules of construction set out in the Charter apply equally to the By-Laws;
- (c) any reference to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force;
- (d) any reference to a show of hands includes such other method of casting votes by Institute members present at the relevant meeting as the Council may from time to time approve.

2 Every member of the Institute shall be held to have agreed to be bound by the provisions of the Constitution of the Institute, including the Code of Professional Conduct and Disciplinary Regulations as amended from time to time and shall be bound to further, to the best of their ability, the objects and interests of the Institute.

Membership

3 The grades of Institute membership shall be:

- (a) **Members**, who shall be those individuals admitted as Members by the Board in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation ‘MCIPR’;
- (b) **Fellows**, who shall be those from among the Members who are admitted as Fellows by the in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation ‘FCIPR’;
- (c) **Honorary Fellows**, who shall be such individuals as the Board may elect as Honorary Fellows in such manner as shall from time to time be prescribed by the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation ‘Hon FCIPR’;
- (d) **Associates**, who shall be those individuals not eligible to be Members who are admitted as Associates by the Board in accordance with the Regulations. They shall have such privileges, other than voting rights, as the Regulations shall prescribe. They shall be entitled to use the postnominal designation ‘ACIPR’;
- (e) **Affiliates**, who shall be those individuals not eligible to be Associates who are admitted as Affiliates by the Board in accordance with the Regulations. They shall have such privileges other than voting rights as the Regulations shall prescribe;
- (f) **Student Members**, who shall be those individuals taking or proposing to take a higher education course recognised by the Institute who are admitted as Student Members by the Board in accordance with the Regulations. They shall have such privileges other than voting rights and attendance rights at General Meetings as the Regulations shall prescribe;
- (g) **Retired Members**, who shall be those Fellows and Members who have retired from active professional life and are admitted as Retired Members by the Board in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to continue to use the postnominal designation to which they were entitled at the time of applying for Retired Membership;
- (h) **Corporate Affiliates**, which shall be those businesses, whether incorporated or not, practising or supporting the practice of public relations which are admitted as Corporate Affiliates by the Board in accordance with the Regulations. They shall have such privileges other than voting rights as the Regulations shall prescribe;

4 The Regulations may prescribe different categories of membership within the grades set out in By-Law 3.

5 A record of the names and addresses of all Institute members with their category of membership and date of admission shall be maintained by the Institute in whatever format the Board shall decide.

Fees and Subscriptions

6 The admission fees and subscriptions of the different categories of membership (other than Honorary Fellows) shall be such sums as are prescribed annually by the Board. They shall be due at such time and in such manner as shall be prescribed by the Board, subject to such waivers and adjustments as may be permitted by the Regulations.

Rights, Privileges and Termination of Membership

7 Subject as provided herein the Regulations shall prescribe the privileges to which the different categories of membership are entitled.

8 No member shall be in good standing and entitled to enjoy any of the privileges of membership, including, if permitted, receipt of notice of and attendance at General Meetings, the exercise of any voting rights, or use of any permitted postnominal designation of membership, if they are in arrear with any fee or subscription due from them for three months or has failed to comply with the provisions of the Constitution of the Institute (as certified by the Chief Executive).

9 Reinstatement to good standing shall occur upon rescission of the relevant certificate once the Chief Executive is satisfied that the matter has been rectified.

10 An Institute member shall cease to be member in circumstances, and in accordance with procedures specified in the Regulations.

11 Where any Institute member has ceased to be a member, the Regulations may prescribe the manner in which application for reinstatement to membership may be made and the manner of consideration of such application by the Board.

The Conduct of Members and the Institute's Disciplinary Powers

12 All Members and Fellows shall so order their conduct as to uphold the dignity and reputation of the profession and of the Institute. They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. All other categories of member shall abide by the spirit of these obligations.

13 For the purpose of ensuring the fulfillment of the requirements of By-Law 2 the Board shall make, and may vary and rescind, a Code of Professional Conduct and other Rules prescribing the standards of professional conduct to be observed by members of all grades and may publish directions as to specific conduct which is to be regarded as proper or improper as the case may be.

14 Any contravention by a member of the Code of Professional Conduct or of the Constitution of the Institute may be grounds for the exercise of the Institute's disciplinary powers and the imposition of sanctions, under procedures which shall be set out in the Regulations. The Regulations shall have regard, where relevant, to the principles of natural justice and human rights and, in particular, shall provide for:

- (a) the method of investigation of complaints;
- (b) the constitution and procedure of committees to hear cases, and
- (c) the rights of any Institute member to receive adequate notice of any complaint made against them, to have an opportunity to refute such complaint, to be represented and to call and cross-examine witnesses.

- 15 The Regulations shall specify the sanctions which may be applied where a complaint is upheld and these may include a reprimand, a severe reprimand or suspension or termination of membership and removal or suspension of any rights or privileges as an Institute member. The Regulations shall also make provision for payment of costs by any Institute member against whom sanctions are imposed.

Chartered Practitioners

- 16 (a) The Board shall have power to admit any member to a Register of Chartered Public Relations Practitioners in accordance with Regulations made for the control, qualifications and regulation of those so designated. Such Registrants shall be entitled to use the designation 'Chartered Public Relations Practitioner' and the post nominal descriptor 'Chart.PR' while they remain on the Register.
- (b) The Institute shall maintain separately or in association with, or under licence from another organisation, such a Register of current Chartered Public Relations Practitioners or such other Chartered Practitioner description as any other licensing authority may allow.
- (c) Admission to the Register shall be open to those other than individual members of the Institute in circumstances according to criteria agreed from time to time by the Board and published in the Regulations.
- (d) Those who are entered onto the Register shall satisfy the Institute in respect of their current active status, their qualifications and experience, their willingness to abide by the code of professional conduct and the regular undertaking of mandatory continuing professional development. Registrants may describe themselves as any licence may allow and shall be subject to the same disciplinary procedure as members of the Institute and as provided in these Bylaws.
- (e) The Board may charge such registration fees as are necessary to cover the costs of maintaining the Register and shall exercise such other powers in this connection as are provided from time to time by the Regulations.

General Meetings

- 17 The Institute shall hold a General Meeting every year as its Annual General Meeting at such time and place as may be determined by the Board, provided that not more than fifteen months shall lapse between one Annual General Meeting and the next.
- 18 The following business shall be transacted at the Annual General Meeting:
- (a) receiving and considering the Annual Report and the Annual Accounts;
- (b) appointing or re-appointing the Auditors; and
- (c) any other business permitted by the Board.
- 19 Institute members may propose a resolution at an Annual General Meeting provided that the relevant requirements set out in the Regulations have been satisfied.
- 20 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 21 The Board may whenever it thinks fit convene an Extraordinary General Meeting, and shall do so upon receipt of a requisition from Institute members in circumstances specified in

the Regulations.

- 22 At least twenty-one days' notice in writing of every Annual General Meeting and at least fourteen days' notice in writing of every Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, date and time of the meeting and in the case of other permitted business the general nature of that business and, in the case of a Special Resolution, the text of that resolution, shall be given in the manner herein provided to such persons (including the Auditors) as are under the By-Laws entitled to receive such notice from the Institute.
- 23 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, or the attendance and voting at any General Meeting of a person subsequently found not to have been entitled so to do, or any other defect in the convening, holding or conduct of any General Meeting, shall not invalidate any resolution passed by or the proceedings of any General Meeting.

Proceedings at General Meetings

- 24 The Regulations shall specify, or provide for the determination of, the quorum at General Meetings, the conduct of General Meetings, including the nature of the business to be conducted, the chairmanship, the circumstances in which polls may be demanded, the method of conducting polls and adjournment of the meeting.

Votes of Members

- 25 Only Voting Members shall be qualified to vote on any question at a General Meeting. An individual Voting Member present in person shall be entitled to one vote on a show of hands. On a poll, every Voting Member present in person or by proxy shall be entitled to one vote. Every Voting Member shall be entitled to appoint a proxy to exercise their vote. The Regulations shall prescribe the conditions to be satisfied by a person who is to act as a proxy, the form of any proxy appointment and the conditions for it to be valid.

Honorary Officers

- 26 The following shall be the Honorary Officers of the Institute:
the President
the President-Elect
the Immediate Past President
- 27 The duties and responsibilities of the Honorary Officers may be prescribed by the Regulations.
- 28 The President-Elect shall be elected annually with their term of office to run from 1st January. The President-Elect shall become President on completion of their year of office as President-Elect. The President-Elect shall be elected by Voting Members from among Voting Members eligible to serve, as defined by the Regulations. The Regulations shall prescribe the nomination and election procedures and method of voting.
- 29 The Regulations shall prescribe the procedure for filling casual vacancies arising among the Honorary Officers between elections and the circumstances in which Honorary Officers shall cease to hold office. The Institute in General Meeting shall have power to remove any Honorary Officer at any time and appoint in their stead another person eligible for the office, who shall retire from office when the removed Honorary Officer would have retired.
- 30 The Board may establish such voluntary offices as may be found necessary to carry out the work of the Institute and may appoint members of any category to fill such offices. If such

members are not Members of the Board, they shall be entitled to attend and speak (but not vote) at such meetings of the Board and/or its committees and sub-committees as the Board may decide.

The Board of Directors

31 The Board shall consist of not more than twelve Members. These shall be the Independent Chair who is not a member of the Institute, the President, the President-Elect and the Immediate Past President as well as eight other Members elected by the Council.

32 The Independent Chair may be remunerated providing the other members of the Board are satisfied that their remuneration is in the best interests of the Institute having regard to all the circumstances including the standing and experience of the person appointed chair, and that they are satisfied that the level of remuneration and the other terms of the appointment are reasonable and proper.

33 The Regulations shall prescribe the procedure whereby the Council appoints Members to the Board and the qualifications, tenure and term of office of Members of the Board. All members of the Board shall commence their period of office from 1 January in the year following their appointment, unless otherwise determined by Council.

34 The Regulations shall prescribe the procedure for filling casual vacancies on the Board and the circumstances in which Board members shall cease to hold office. The Institute in General Meeting shall have power to remove any member of the Board at any time and appoint in their stead another person eligible for the office, who shall retire from office when the removed Member of the Board would have retired.

35 In addition to an in-person meeting, a meeting of the Board may take place using any electronic, text-, voice- or video-based, real-time communication medium, where all Members of the Board present can send and receive messages from all other Members present.

36 The Board may appoint standing committees concerned with finance, with membership matters, with professional standards and professional conduct and disciplinary matters and such other committees and sub-committees in such manner and on such terms and with such powers and duties as may be decided by the Board. The convening and conduct of the proceedings of such committees shall be governed as nearly as may be to the manner prescribed herein and in the Regulations in respect of meetings of the Board.

37 The Board shall ensure that minutes are duly made and kept of the proceedings of all formal meetings of the Institute and of the Board, the Council and of committees of the Board and of all business transacted at such meetings. The minutes of any meeting, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in those minutes.

38 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

Powers and Duties of the Board

39 (a) The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws and may exercise all such powers of the Institute as may be exercised by the Institute and are not by the Charter or the By-Laws required to be exercised by the Institute in General Meeting or by the Council. The quorum for Board meetings shall be at least four Members of the Board present.

- (b) The Board may delegate any of their powers to Standing Committees or other committees and working groups consisting of members of the Board, or of members of the Board and other members of the Institute or other persons and regulate or dissolve such bodies. The Board may also delegate or assign to the Honorary Officers or to the Chief Executive such powers or tasks and duties as the Board may from time to time determine.
- (c) All committees or working groups so formed shall in the exercise of the powers given or delegated to them conform to any directions that may from time to time be imposed on or given to them by the Board, but subject thereto and subject to the provisions of the By-Laws may regulate their procedures as they think fit.
- (d) The Board shall take such steps as shall seem to it necessary or desirable to ensure that the members of each committee or working group shall retire (by rotation or otherwise) in such manner as shall secure the regular and orderly appointment of new members to serve on that committee or working group.
- (e) The Board may at any time and for any reason dissolve any committee or working group it appoints.

The Council

- 40 The Council shall consist of the President, the President-Elect, the Immediate Past President, and not more than twenty-two other persons elected or co-opted in accordance with the Regulations. Election of Members of the Council shall be by a ballot of Voting Members.
- 41 The Regulations shall prescribe the nomination and election procedures for elected Members of the Council, as well as the qualifications, tenure and term of office of the Members of the Council. All elected members of the Council shall commence their period of office from 1st January in the year following their election unless they are appointed to fill a casual vacancy.
- 42 The Regulations shall prescribe the procedure for filling casual vacancies arising among elected Members of the Council between elections and the circumstances in which Members of the Council shall cease to hold office. The Institute in General Meeting shall have power to remove any Member of the Council at any time and appoint in their stead another person eligible for the office, who shall retire from office when the removed Member of the Council would have retired.
- 43 No person who has been a salaried employee of the Institute may serve as a member of the Board of Directors or on the Council or on any standing committee until a period of not less than three years has elapsed since the termination of their salaried employment.

Meeting and Duties of the Council

- 44 The Council shall generally meet not less than three times a year. Special meetings of the Council may be called on the direction of the President or on the written request to the Chief Executive of one-fifth of the Members of the Council specifying the business to be dealt with at such special meetings.
- 45 The determination of the quorum at meetings of the Council, the chairmanship, the conduct of proceedings and the taking of votes at meetings of the Council shall be governed by the Regulations. Subject to the Regulations, the Council shall have absolute discretion to order its affairs in all respects.
- 46 (a) The Council shall meet at such times and places as it may agree and these By-laws and the Regulations shall govern its activities and powers.
- (b) The Council shall be consulted by the Board on the creation or dissolution of Standing Committees.

- (c) The duties of the Council shall consist of:
- 1 shaping the Institute's future development by:
 - i debating important points of strategy or principle to provide guidance and perspective to the Board of Directors
 - ii raising issues of concern for the Board of Directors to pursue
 - iii making the best use of its collective understanding of the issues which the Institute faces to help the Board of Directors develop proposals and policies
 - 2 inspiring support for the Institute's objects by:
 - i acting as advocates of the Institute among members, a broad range of stakeholder organisations and the wider public.
 - ii promoting high levels of skill, knowledge, competence, standards of practice and professional conduct on the part of public relations practitioners
 - iii promoting research, education and public understanding of public relations.
 - 3 ensuring accountability by:
 - i monitoring the fulfilment by the Institute of its Objects as set out in the Charter and supporting the adopted Development plan.
 - ii monitoring the performance of the Board and holding it to account in its control and management of the administration of the Institute
 - iii if necessary, removing members of the Board of Directors in accordance with the procedures set out in the Regulations.
 - iv commenting on proposals from the Board of Directors on the alteration of the Institute's Regulations
 - 4 advising the Board on matters which the Board has referred to it for consideration

Seal

47

The use of any Seal of the Institute, and arrangements for its custody, shall be governed by the Regulations. A document signed by a Member of the Board and the Chief Executive or by two Members of the Board and expressed (in whatever form of words) to be executed by the Institute as a deed shall have the same effect as if executed under Seal and any such document shall have effect, upon delivery, as a deed.

Regulations

48

The Board may of its own motion, after taking into consideration any comments made thereon by the Council, make Regulations (including rules thereunder) provided that they are not inconsistent with the provisions of the Charter and the By-Laws. All Regulations shall be published to Institute members within thirty days of being made. The Board may in like manner and upon publication from time to time add to, amend or revoke any Regulation. Notwithstanding the power conferred in this By-Law, the Institute in General Meeting may by Special Resolution amend or revoke any Regulation without prejudice to any act or thing already done pursuant to it.

Validity of Acts

49

All acts bona fide done by any General Meeting or meeting of the Board or meeting of the Council or of any committee or by any person acting as a member of the Board or of the Council or of any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any member or person acting as aforesaid or that they were disqualified, be as valid as if every such person had been duly appointed or elected or had duly continued in office and was qualified to be a member of the Board or of the Council or of such committee, as the case may be.

Indemnity

- 50 (a) No Member of the Board or the Council or of any committee or panel shall be liable for any loss to the assets of the Institute arising from:
- (b) any investment properly made in good faith;
- (c) the negligence or fraud of any agent or employee engaged or employed by the Institute in good faith;
- (d) any mistake or omission made in good faith by any Member of the Board or the Council or of any committee or panel; or
- (e) any other matter except wilful and individual fraud, wrongdoing or wrongful omission on the part of the Member of the Board or of the Council or of any committee or panel sought to be made liable.
- 51 (a) The Members of the Board and the Council and of committees and panels of the Board shall be indemnified out of the funds of the Institute against any expenses or liability incurred in good faith by them in the discharge of their duties or exercise of their powers, provided that:
- (b) such indemnity shall not apply to any liability to the extent that it is recovered from any other person, and
- (c) the Members concerned shall take all reasonable steps to effect such recovery.

Notices

- 52 Any notice to be given to or by any person under the By-Laws shall be in writing or in such other form as may be permitted by the Regulations.
- 53 A notice may be given or sent by the Institute to any Institute member either personally or by sending it by post or by electronic means (whether in existence when the By-Laws are first adopted or developed subsequently) to them at the physical or electronic address, if any, last supplied by them to the Institute or by publishing it on a website, as may be permitted by the Regulations.
- 54 Regulations may provide that, in specified circumstances, Institute members (or some of them) are deemed to have been given notice where such notice has been published in or circulated with a publication of the Institute (which may include an electronic communication) sent to all Institute members (or some of them). Such Regulations shall specify when such notice is deemed to have been given.
- 55 A notice or requisition may be given or sent to the Institute by an Institute member either by personal delivery or posting it to the Chief Executive at the Office of the Institute or by such other method as may be permitted by the Regulations. The Regulations may also make provision regarding the deemed time of service of any notice given or sent to the Institute.
- 56 The use of electronic communication shall be deemed to include the right to sign material electronically and to accept the electronically produced signatures of others.