



THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN THE UK

BYE-LAWS

As Adopted by the Board 29 May 2024

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Introduction

- 1 These Bye-Laws set out the workings of the Chartered Institute of Logistics and Transport in the UK and were adopted by the Board on 29th May 2024 in accordance with Article 37 of its Articles of Association. The Board shall, as necessary and at least once every three years, review the Governance Structure of the Institute including in particular the Bye-Laws. These Bye-Laws are intended to ensure good governance as advised by the Charity Commission.

Words and Meanings

- 2 Any words and terms which are defined in the Articles of Association have the same meaning when capitalised in these Bye-Laws. The following list includes such words and terms as well as additional definitions used in these Bye-Laws. Note that words importing the singular number shall include the plural number and vice versa.
- 3 Expressions referring to writing shall refer to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper.

Words	Meaning
“the Act”	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
“the Articles”	the Articles of Association of the Institute
“Article XX”	refers to a specific clause in the Articles of Association
“Awarding Organisation”	the department of the Executive which sets standards for professional development, accredits external providers of relevant qualification and awards qualifications
“the Board”	the Board of directors and trustees of the company for the time being of the Institute
“the Bye-Laws”	the Bye-Laws from time to time made by the Board under the powers contained in the Articles
“the Chairman”	the Chairman for the time being of the Board
“the Chair”	the Chairman
“CEO”	the Chief Executive Officer for the time being of the Institute
“Code of Conduct”	a formal document issued by the Board setting out professional, ethical and behavioural standards for the membership of the Institute
“Committee”	a committee formed under the authority of the Board formed pursuant to these Bye-Laws

“Electronic Means’ communications addressed to specific individuals by telephone, email, text message or similar methods or, in relation to meetings, by telephone or video conference calls using generally available software.	
“the Executive”	the CEO and employees of the Institute that they lead
“the Institute”	The Chartered Institute of Logistics and Transport in the UK
“Member(s)”	all categories of voting members of the Institute as hereinafter described by the Bye-Laws. For the avoidance of doubt, references to member or membership beginning with a lower case ‘m’ refer to the general meaning of the word
“month”	a calendar month
“the Office”	the registered office of the Institute
“the Patron”	the patron of the Institute as determined by the Bye-Laws for the time being
“the President”	the president of the Institute as determined by the Bye-Laws for the time being
“the Seal”	the common Seal of the Institute
“the Secretary”	the Secretary of the Institute for the time being

Membership grades and post-nominal letters

- 4 The Institute shall have the following grades of membership with the right to use post-nominal letters as follows:
 - Chartered or Emeritus Fellow.....FCILT
 - Chartered Member.....CMILT
 - Member.....MILT
- 5 Each of these grades shall be a Member of the Institute with the right to vote at General Meetings called in accordance with the Articles. Members shall be provided with an individual certificate or other written confirmation of their grade of membership. An individual who ceases to be a Member of the Institute for whatever reason shall no longer be able to use the post-nominals and is required to return any membership certificates immediately.
- 6 Individuals employed in logistics, transport or operations management or engaged in related programmes of study may be affiliated members of the Institute and enjoy the benefits of their affiliation, but will not have the voting rights of Members or entitlement to the use of post-nominal letters.
- 7 The Executive shall maintain a register of members of the Institute containing their names, addresses and grades in accordance with GDPR regulations.

Criteria for admission to, or movement between, membership grades

- 8 The Board shall set out the qualifications and other criteria from time to time for admission to membership grades of the Institute, such that individual applications will be assessed by the Executive and recommendations for their admission made to the Board. Applications shall be signed as truthful and correct by the applicant and commit the individual to compliance with the Bye-Laws and Code of Conduct of the Institute upon admission. The criteria will support the following requirements:
 - **Emeritus Chartered Fellow** – A Chartered Fellow of the Institute appointed as such by the Board following recommendation by the Remuneration and Awards Committee in recognition of outstanding meritorious service to The Institute, or to the art, science, strategy or operation of transport, logistics or operational management;
 - **Chartered Fellow** – A Member or Chartered Member of the Institute who has met the criteria set by the Board, including evidence of a significant contribution towards the advancement of logistics, transport or operational management with a level of professional achievement and competence appropriate to the grade;
 - **Chartered Member** – An individual who has the formal qualifications required and meets professional criteria set out by the Board;
 - **Member** – An individual who has the formal qualifications required and meets professional criteria set out by the Board;
 - **Affiliated member** – An individual may be admitted as a non-voting affiliated member of the Institute based on criteria set out by the Board. These will normally require the individual to be a student working towards the attainment of relevant formal qualifications with external recognition and moderation, or employed in logistics, transport or operational management by an organisation formally affiliated to the Institute.

Transfers from other membership organisations

- 9 On the occasion of the duly authorised transfer to the Institute of members from another membership organisation, all persons who are members of that organisation at the time of the transfer of the membership to the Institute shall assume the status of membership of the Institute in accordance with the decision of the Board at that time, taking into account the Bye-Laws. This may exclude the need to make individual application to the Institute. At the time of the transfer such members will be made aware of the rules and Bye-Laws of the Institute and be deemed to accept and be governed by such rules and Bye-Laws of the Institute as they are and as they may hereafter be amended.

Organisational partners and affiliated organisations

- 10 The Executive may recognise an organisation as a partner or an affiliate to the Institute where the organisation aligns with the Institute's charitable objects and professional standards and is willing to work with the Executive to support the delivery of the Institute's strategy.

Fees and Subscriptions

11 Upon a recommendation from the CEO, the Board shall determine annual subscriptions for each membership grade and the fees payable for courses, examinations and other services provided by the Institute. Fees and subscriptions will be reviewed and increases not made more than once every 12 months. Payment of subscriptions is mandatory for all members and not refundable once the period for which they are paid has commenced.

Code of Conduct

12 All members of the Institute shall abide by the Code of Conduct. The Board shall issue a Code of Conduct, which will be readily available on the Institute website and other media. This shall be reviewed annually, and all reported breaches referred to the Professional Conduct Committee for investigation under a formal process and reported back to the Board, who will determine appropriate action.

Termination of membership

13 The Board may remove a member from the Institute in accordance with Article 8. The Board may also remove an individual if:

- the individual membership was a result solely of employment with an organisational partner or affiliated organisation and where the partnership or affiliation has been terminated; or
- the Board resolves that in its reasonable opinion the continued membership of an individual is harmful to the Institute or it has been established that there has been a breach of the Code of Conduct following the defined professional conduct process procedures and consideration by the Board of any written representations by the individual.

General Meetings

14 General meetings shall be conducted in accordance with the Articles, referring in particular to Articles 13 to 32 inclusive, both in person or by Electronic Means. Notices regarding such meetings including agenda and minutes shall be in accordance with Articles 61 and 62.

Patron, President and Vice Presidents

15 The Board shall be entitled to invite the appointment of a Patron of CILT (not necessarily from amongst the members of the Institute) for such period as the Board may determine.

16 The principle role of the President is to represent the Institute to industry, academia and government as required, supporting the CEO in conferences and other major events. In accordance with Article 50, the Nominations Committee shall provide the Board with a list of Members meeting its criteria as candidates for appointment to the position of President Elect of the Institute. The Board shall appoint a President Elect from this list, who shall become President on the cessation of the term of office of the previous incumbent, who shall assume the position of Immediate Past President. The President shall be appointed for a term of two years or thereabouts depending on the actual timing of events necessary to formally adopt a

successor. The Chair is not eligible to be appointed to the position of President during their term of appointment as Chair.

- 17 The principal role of the Vice-Presidents is to act as ambassadors and as potential successors to the President of the Institute. They shall concern themselves primarily with extending its influence in the profession and the world at large and in addition will provide support and guidance to the President, Chair and Chief Executive.
- 18 Vice-Presidents are appointed by the Board on the recommendation of the President who shall consult with the Chair and the Chief Executive. Vice-Presidents shall be Members but hold no office in the Institute, save that of Vice-President whilst serving as a Vice-President. Their term of office is three years and thereafter may by mutual agreement be extended by one year annually up to a maximum of six years. The make-up of the Vice-Presidents should reflect the range of sectors the Institute represents. There will generally be four Vice-Presidents' meetings each year supported by the Executive and presided over by the President. Vice-Presidents will be expected to attend a minimum of two out of the four meetings each year. If for any reason this is not possible, then the Vice-Presidents may be requested to step down from the role. There will generally be no more than 12 Vice-Presidents.

The Board

- 19 Articles 33 to 50 describe the functions and proceedings of the Board. Article 33 delegates the composition and filling of vacancies to the Bye-Laws.
- 20 Board members shall be charity trustees of the Institute. As such they are responsible for its governance, strategy, resilience and its Bye-Laws. The Board provides strategic leadership to the Executive and oversight of the Institute's financial affairs. Articles 54 to 60 describe how the accounts must be kept and audited. The CEO is an employee of the Institute with the Chair as their line manager.
- 21 The Board shall define, agree, publish and maintain a strategy for the Institute, with supporting Vision, Mission and Values.
- 22 The Board shall as necessary, and at least once every three years, review all elements of governance structure and recommend any changes to Bye-Laws.
- 23 The Board shall ensure the Institute has an effective approach to risk management. Specifically, the Board will review the Risk Register at least every half year. There should be an immediate review if there is an event which has a significant financial or reputational effect (note that the Board's responsibility for reputational risk does not extend to matters of transport, logistics or supply chain policy) . The Risk Register is maintained by the Secretary.
- 24 The Board shall ensure the compliance of the Awarding Organisation to the regulatory environments it operates in. In order to ensure this compliance, the CEO and Executive director responsible shall report formally to the Board on its operations and regulatory compliance at least three times per year.

25 The Board shall normally comprise the following:

- (a) Six Members, elected by Members under the provisions of the Articles and Bye-Laws.
- (b) Up to six persons who may be co-opted by the Board if required for their skill and knowledge.
- (c) Any ex-officio Members as required under these Bye-Laws
- (d) The Chair and Vice-Chair who shall be elected from amongst the Board members by the Board to undertake any or all of the functions generally as the Chair and Board shall think fit.

26 The terms of office for Board members shall be as follows:

- Elected members - four years, renewable, maximum two consecutive terms
- Co-opted members - 12 months, renewable, maximum four years
- Ex-officio members - as provided for in these Bye-Laws relating to the specific office
- Chair and Vice Chair - two years, renewable, maximum four years

27 After serving the maximum terms, Board members will be eligible for re-election or re-appointment if four years have elapsed. The Chair's entire term of office is assumed to be within the maximum term for their role as a Board member. If having commenced office as Chair, should the term as Chair exceed the normal limit of their Board membership, then they will be allowed to complete their term of office as Chair before standing down.

28 The Nominations Committee will regularly assess the terms of Board members and performance of the Board, and make recommendations if necessary to ensure continuity and avoid a situation where a large number of the Board members change within a short period.

29 In addition to Board members, the following non-voting persons shall be entitled to attend Board meetings but will not take the role of a trustee of the Institute

- (a) The President and Vice Presidents.
- (b) The CEO
- (c) The Secretary

Filling of Vacancies on the Board

30 The Nominations Committee shall be responsible for the process which leads to recommendations to the Board for the filling of vacancies on the Board.

31 The process of filling vacancies on the Board includes elections, appointments and co-options. The Nominations Committee will work to ensure an appropriate mix of skills, expertise and diversity in the composition of the Board.

32 The Nominations Committee shall review the composition of the Board to draft a notice to Members of the Institute advising of forthcoming vacancies and the outline timetable for election and inviting applications. Not less than 12 weeks before the intended date of the first

meeting of the new Board, the Nominations Committee and Secretary shall issue to all Members a notice that shall:

- (a) Specify the names of elected Board members who will cease to hold office at the next election of Board members.
- (b) Specify any other vacancies on the Board and Governance Committees that may be filled by elected Members.
- (c) Contain such other particulars as shall be prescribed by the Board to enable an open and fair election to fill the vacancies.

33 To apply for a vacant position, Members shall apply to the Nominations Committee. The Nominations Committee will then assess candidates' suitability against the skills and diversity gaps and then select a list of candidates for consideration.

34 Candidates shall apply to the Nominations Committee for election to fill the vacancies in the following manner:

- (a) Completed nomination forms shall be submitted to the Secretary or such other nominated person according to the timescales set by the Nominations Committee.
- (b) Each nomination form shall relate to one candidate only and shall contain the following particulars relating to such candidates: (i) full name; (ii) membership number and grade of membership in the Institute; (iii) Full-time or part-time managerial or other occupation (if any) or, if retired, a statement to that effect; (iv) A personal manifesto to include: proof of eligibility, explanation of why they wish to be selected and evidence they have time to carry out the role; (v) Such other particulars as may be prescribed by the Nominations Committee at the time; (vi) A declaration signed by the candidate they are willing to serve if elected.
- (c) Each candidate shall be sponsored by two Members. Each nomination form shall contain in addition to the particulars referred to in paragraph (b) above: (i) A statement of the name, membership number and membership grade of each of the sponsors; (ii) References from each of the sponsors that they have known the candidate for at least two years and that the particulars given in the said form in accordance with paragraph (b) above are to the best of their knowledge and belief correct.
- (d) The Nominations Committee shall review the nomination forms received and create a shortlist for each vacancy. The Nominations Committee has the option to interview any or all potential candidates, if it deems fit to do so.

35 Not less than six weeks before the intended date of the first meeting of the new Board, the Secretary shall communicate to Institute Members:

- (a) Details of the Members seeking election to the Institute's Board;
- (b) Details of the election process;
- (c) Access to the ballot providing means by which they may vote for their preferred candidate(s).

36 Each ballot paper relating to elected Members shall contain:

- (a) A statement of the names and membership grades of each candidate;
- (b) Where the candidate is seeking re-election the candidate's attendance record for Board meetings during their preceding term;
- (c) The candidate's personal manifesto;
- (d) Such other particulars as may be prescribed by the Board at the time.

37 Elections to the Board shall be conducted according to the following conditions:

- (a) The Board shall appoint the persons who shall act as scrutineers (hereafter referred to as The Scrutineers);
- (b) The Scrutineers shall verify that the procedures set out by the Bye-Laws and elsewhere for the conducting of Board elections have been complied with;
- (c) In the event there are two or more candidates certified as having received the same number of valid votes that gives rise to uncertainty as to which is or are entitled to be elected to fill a vacancy or vacancies then the Nominations Committee shall have power to exercise by written notice to the Secretary the outcome;
- (d) On announcement of the names of Members newly elected to the Board they shall begin their term of office and outgoing Board members shall be deemed retired;
- (e) All voting papers shall be preserved for at least 12 months after the declaration of the result of the election;
- (f) The accidental or unintentional omission to issue a voting paper or papers to, or the non-receipt of such paper or papers by any Member or the non-receipt by the Secretary or such other nominated person of the Institute of any completed voting papers shall not invalidate any election.

38 If the number of candidates for election to the Board is equal to or less than that the number of vacancies elections will not take place and the candidates will be appointed to the Board for a term as if they had been elected.

39 For the co-opted Board members, the Nominations Committee shall recommend to the Board the appointment of suitable people needed for their skills or knowledge. The Board shall decide whether and which individuals shall be co-opted.

Governance Committees of the Board

40 Article 38 enables the Board to delegate any function or power to any Member or committee and this enables the Board to designate Governance Committees. The role of the Governance Committees is to provide advice to the Board as appropriate and to support the Executive, enhancing the governance of the Institute.

41 The scope and authority, composition, arrangements, resources and budget, deliverables and reporting, and any other appropriate matters shall be included in each Governance Committee's terms of reference which shall be agreed by the Board and reviewed every two years.

42 The Governance Committees shall consist of Members appointed by the Board and who shall hold office for as long as the Board shall determine subject to regular review and a maximum term of four years.

43 The Board shall have the authority to dissolve any Governance Committee that reports directly to it, subject to always maintaining good governance of the Institute.

44 Governance Committees shall provide written reports to the Board on a predetermined basis with a minimum of once per year.

45 Governance Committees should be supported by the Executive as appropriate including making arrangements for meetings and to brief the Committee on particular issues.

46 The following Governance Committees shall be formed:

- Membership Representatives Group
- Nominations Committee
- Remuneration and Awards Committee
- Audit Finance and Risk Committee
- Professional Conduct Committee

47 The Chairs of the Nominations Committee, Remuneration and Awards Committee and the Professional Conduct Committee shall be appointed from existing Board members. The Chair of the Membership Representatives Group shall be appointed from amongst the Members but shall be an ex-officio Board member. The Chair of the Audit Finance and Risk Committee does not need to be a Member before appointment, but will become a Member on appointment and will be an ex-officio Board member.

Nations and Regions

48 Article 51 delegates the structure of the Institute to the Bye-Laws.

49 The Institute shall be divided into Nations and Regions denoted by geographical divisions as determined by the Board from time to time.

50 Every member shall be allocated to a Nation or Region of their choice (the 'Prime Region').

51 Each Nation or Region shall form a committee (a 'Nation or Region Committee') whose terms of reference must be consistent with these Bye-Laws. Nation or Region Committees must be formed by a vote of the Members in the Nation or Region or, if there are not enough candidates for an election, by appointment. A Nation or Region Committee shall have at least four Members.

52 Each Nation or Region Committee shall elect a chair and secretary or, if there are not enough candidates for an election, these posts should be filled by appointment.

53 Within each Nation and Region, Groups may be formed in smaller geographic areas. Such Groups will be overseen by their Nation or Region Committee.

54 The role of the Nation and Region Committees is to arrange activity in their Nation or Region although this activity must be open to participation by any member and their guests. Activity must be in line with the Charitable Objects. Funding may come from members, sponsorship or from the Institute, and activity will be supported by the Institute provided it meets the following criteria:

- (a) Activities which provide professional development and education opportunities for members, and either;
- (b) Activities which are likely to attract new members, or;
- (c) Activities which are likely to retain current members, especially those that promote the member pathway through the grades of membership.

55 Nation and Region Committees shall be managed and supported by the Executive, subject to their proper constitution in accordance with these Bye-Laws. Reasonable funding for activities arranged by the Nations and Regions Committees must be approved by the Executive in accordance with a scheme of delegation determined by the Executive.

56 Nations and Regions Committee Chairs, together with Forum Chairs, should meet at least four times per year to co-ordinate their activity and share contacts and best practices. The Executive will facilitate these meetings and the CEO will report to the Board following each meeting with a summary of membership activities, attendance and future plans.

Forums

57 Forums may be established to enable members to consider a particular sector of logistics, transport, supply chain or operational management. The establishment of a Forum must be approved by the Board.

58 All members may join as many Forums as they wish.

59 Each Forum shall form a committee (a 'Forum Committee') whose terms of reference must be consistent with these Bye-Laws. Forum Committees must be formed by a vote of the membership in the Forum or, if there are not enough candidates for an election, by appointment. A Forum Committee must have at least four Members.

60 Each Forum Committee shall elect a chair and secretary or, if there are not enough candidates for an election, appoint.

61 The role of the Forum Committees is to arrange activity in their Forum although this activity must be open to participation by any member and their guests. Activity must be in line with the Charitable Objects, in particular to extend, increase and disseminate knowledge. Funding may come from sponsorship, members or from the Institute, and activity will be supported by the Institute provided it meets the following criteria:

- (a) Activities which provide professional development and education opportunities for members including activities which involve sharing best practice, and either:
 - (b) Activities which are likely to attract new members, or:
 - (c) Activities which are likely to retain current members, especially those that promote the member pathway from affiliate to Fellow.

62 Forum Committees shall be managed and supported by the Executive provided they are properly constituted under these Bye-laws. All committee appointments and elections must be approved by the Executive. Reasonable funding for activities arranged by the Forum Committees must be approved by the Executive in accordance with a scheme of delegation determined by the Executive.

63 Forum Committee Chairs, together with Nations and Regions Chairs, should meet at least four times per year co-ordinate their activity and share contacts and best practices. The Executive will facilitate these meetings and the CEO will report to the Board following each meeting with a summary of membership activities, attendance and future plans.

Policy Groups

64 Policy Groups may be established to enable members to consider the policy aspects of a particular sector of logistics, transport, supply chain or operational management. Policy Group activity primarily involves studying and analysing issues in order to provide advice to policy makers.

65 The establishment of a Policy Group must be approved by the Board.

66 All members may join as many Policy Groups as they wish.

67 Each Policy Group shall elect a chair and vice chair or, if there are not enough candidates for an election, appoint.

68 Policy Groups must be open to participation by any member. Activity must be in line with the Charitable Objects, in particular to extend, increase and disseminate knowledge. Funding may come from sponsorship (provided the risks of conflicts of interest are declared) or from the Institute, and activity will be supported by the Institute provided it meets the following criteria:

- (a) Activities which provide professional development and education opportunities for members, and either:
 - (b) Activities which are likely to attract new members, or:
 - (c) Activities which are likely to retain current members, especially those that promote the member pathway from Affiliate to Fellow, or

(d) Activity which assists with the development of logistics, transport, supply chain or operational management in the higher interests of the community.

69 Policy Groups will be managed and supported by the Executive provided they are properly constituted in accordance with these Bye-Laws. Funds for activities arranged by the Policy Groups must be approved by the Executive in accordance with a scheme of delegation determined by the Executive.

70 Policy Group Chairs should co-ordinate their activity through the Public Policies Committee. The Public Policies Committee shall be responsible for the Institute's public policies and engagement across all sectors, for coordinating national responses and overseeing local policy engagement to ensure that this is aligned with the Institute's policy.

The Executive

71 Article 52 delegates the issue of employees to the Bye-Laws.

72 The Executive includes all employees of the Institute and the Secretary. The CEO is the most senior employee and is appointed by and reports to the Board with the support of the Secretary. The CEO will consult the Board as appropriate when making appointments to the senior executive team as part of the Executive and when undertaking new projects. The CEO's role is:

- Provide effective, collaborative and strategic leadership to the Senior Executive Team through the adoption and promotion of an inclusive, diverse and innovative personcentred culture.
- Work closely and build strong relationships with the Chair and Board of Trustees to define and implement CILT(UK) strategy.
- Continually strive to develop and strengthen the team through proactive leadership, collaboration, support and the recognition and promotion of appropriate learning and development, training and other resources where appropriate.
- Support and work closely with the Senior Executive Team and membership representatives to define, develop and implement relevant and robust processes, policies and procedures.
- Oversee, manage and review CILT UK finances and funds in relation to ensuring long term sustainability and ability to invest in new products and services.
- Define and implement the CILT UK annual budget within the framework of priorities and strategic objectives as defined by the Board of Trustees.
- Manage and evaluate risk in accordance with the requirements, policies and procedures as defined by the Audit, Risk and Finance Committee and the CILT UK Board.
- Ensure appropriate representation of CILT(UK) especially leveraging Vice Presidents, Membership Representatives Group and Nations Regions and Forums Committee Chairs as

required by public appearance or attendance at appropriate panels, committees and relevant sector events.

- Identify and maximise all opportunities to promote CILT(UK) and expand membership at both individual and corporate level.
- Take an active interest in the professions, current trends and market anomalies to understand the sector's macro and microenvironment, working closely with the Senior Executive Team to identify and develop new income streams.
- Lead the International interests of CILT(UK) within the organisation and across the wider environment with other associated and relevant bodies and organisations.
- Focus on delivering value to the members and implement a clear strategy that aligns with the overall objectives of CILT(UK) as a charitable organisation.

73 The role of the Executive is to provide operational leadership of the Institute and to manage the activities that support the members in line with its charitable objects and strategy and as directed by the Board.

Indemnity

74 Article 65 sets out the situation with regard to indemnity.

Notices

75 Articles 61 and 62 set out the requirements for notices.

END