



*At the Council Chamber, Whitehall*

THE 15th DAY OF FEBRUARY 2023

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved amendments to the Bye-laws of The Chartered Institute of Marketing as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

AMENDMENTS TO THE BYE-LAWS OF THE CHARTERED INSTITUTE OF MARKETING

1. In Bye-law 1 *insert* into the list of definitions:

“Hybrid meeting      A General Meeting which is held at both a physical location and through an electronic facility, providing members with the option to attend the meeting either in person or virtually.

In person              Participation in a meeting by physically attending the meeting. A meeting which is held “in person” is held at a physical location .

Virtually                Participation in a meeting through an electronic facility which allows a member to hear the proceedings, speak and be heard at the meeting, and participate in the business for which the meeting has been convened.

Virtual meeting        A General Meeting which is held exclusively using an electronic facility without a corresponding physical, in-person meeting.”.

2. *Delete* Bye-law 19 and *substitute*:

“19. An Annual General Meeting (AGM) will be held in each financial year and there must be not more than fifteen months between Annual General Meetings. The Board will determine the time and location of the AGM. All other general meetings will be called Extraordinary General Meetings (EGMs). An EGM may be called by the Board and if there are not enough Directors on the Board to do

this, any Director or Voting Member may call a General Meeting. The AGM and any EGM may be held in person, as a virtual meeting, or as a hybrid meeting, as may be determined by the Board. The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting but shall be under no obligation to provide facilities for a virtual or hybrid meeting.”.

3. In Bye-law 23 after “attend” *insert* “, participate in”.

4. **Delete** Bye-law 24 and **substitute**:

“24. At least fourteen clear days’ notice will be given of every General Meeting. If the Board determines that a General Meeting shall be held as a hybrid meeting or a virtual meeting, the notice shall include a statement to that effect; specify the means of attendance and participation at the General Meeting and any access, identification and security arrangements; and state how it is proposed that persons attending or participating in the Meeting should communicate with other attendees during the Meeting.”.

5. In Bye-law 26 after “present in person” *insert* “or (where the Board has determined that the Meeting shall be held as a virtual or hybrid meeting) virtually.”.

6. In Bye-law 27 after “vote on his or her behalf.” *insert* “Where the Board has made provision for a hybrid or virtual meeting, a proxy may attend and vote virtually.”.

7. **Delete** Bye-laws 28 to 30 and **substitute**:

“28. Every resolution put to a General Meeting of the Institute will be decided on either a vote on a show of hands or a poll vote. The default method of voting at a virtual or hybrid meeting will be a poll vote of all Voting Members, whether present in person or virtually. On a poll vote, Voting Members may vote in person or by proxy and every Voting Member will (subject to Bye-law 29 below) have one vote.

29. A poll vote will be taken in such a way as is determined by the Chair and the result of the poll will be deemed to be the resolution of the Meeting. On a poll vote, a Voting Member who is also a proxy may vote personally and as a proxy, and may cast as many votes for and against the resolution as his instructions as proxy allow.

30. a. The Chair of any General Meeting may, with the consent of the Voting Members present (whether in person or virtually) at the meeting, adjourn the meeting from time to time and from place to place.

b. The Chair will not adjourn a meeting at his/her own will, except in case of disorder or, where the meeting is a hybrid meeting or virtual meeting, if the electronic facility being used to host the meeting experiences technical issues. If in any other case (e.g. lack of time to finish business) he/she

purports to do so, Voting Members present (whether in person or virtually) at the meeting may elect another Chair and proceed with the business.

- c. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- d. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.”.

8. In Bye-law 32 *delete* “whether on a show of hands or on a poll,”.

9. *Delete* Bye-law 35 and *substitute*:

“35. The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any Voting Member, or the attendance and voting at any Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the Meeting will not invalidate the proceedings of the meeting, providing the Institute has made reasonable efforts to correct the accidental omission or defect. Where a Meeting is held as a hybrid or virtual meeting, any inability of a person to attend or participate in the Meeting by way of electronic facility or facilities shall not invalidate the proceedings of that Meeting.”.

10. In Bye-law 36 after “attend,” *insert* “participate in or”.