



ORDERS OF COUNCIL

ORDERS APPROVED BY THE LORDS OF HIS MAJESTY'S MOST
HONOURABLE PRIVY COUNCIL DURING NOVEMBER 2023

PUBLISHED BY THE PRIVY COUNCIL OFFICE ON 13TH DECEMBER
2023

ORDERS APPROVED

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At the Council Chamber, Whitehall

THE 15th DAY OF NOVEMBER 2023

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

The Privy Council has approved the revised Bye-laws of The Chartered Institute of Procurement and Supply as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

REVISED BYE-LAWS OF THE CHARTERED INSTITUTE OF PROCUREMENT AND SUPPLY

BYE-LAWS OF CIPS

INTERPRETATION

Any words and terms which are defined by the Charter have, unless the context otherwise requires, the same meaning in these Bye-laws and the Regulations. The following words and expressions used in these Bye-laws and the Regulations shall, except where the context otherwise requires, have the following meanings:

<i>Words</i>	<i>Meanings</i>
Charter	The Royal Charter of Incorporation of CIPS granted to CIPS as amended or added to from time to time, and all Supplemental Charters for the time being in force
Chair	the Chair for the time being of GBT
Chief Executive Officer	the Chief Executive Officer for the time being of CIPS
Conflicted Trustee	a Trustee in respect of whom a conflict arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from CIPS, or has some separate interest of duty

in a matter to be decided in relation to information which is confidential to CIPS

Connected Person	in relation to a Trustee, means a person whom the Trustee shares a common interest such that they may reasonably be regarded as benefitting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee or other person with whom the Trustee is connected, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights
Electronic Means	communications addressed to specific individuals by telephone, email or similar methods or, in relation to meetings, by telephone conference call or video conference
GBT	the Global Board of Trustees for the time being of CIPS
members	the members of CIPS; the term "membership" shall be construed accordingly
Register	the register of Members published by CIPS in a format agreed by GBT
Regulations	the Regulations of CIPS
The Office	the principal place of business for the time being of CIPS Trustees the charity trustees of CIPS
Voting Members	members who are entitled to attend and vote at annual general meetings and general meetings of the members.

Words importing the singular number shall include the plural number and vice versa, words importing persons shall include corporations and firms and other unincorporated bodies or associations.

Expressions referring to writing shall, unless the contrary intention appears, refer to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper.

Headings are inserted for convenience only and shall not affect the meaning of these Bye-laws.

MEMBERSHIP AND DESIGNATIONS

1. CIPS shall have the following grades of membership.
 - Chartered Procurement and Supply Professional
 - Fellow of CIPS (“FCIPS”)
 - Member of CIPS (“MCIPS”)
2. Every member must meet the entry requirements for the membership grades as set by the GBT.
3. Those who have attained the experience in a post of responsibility in the procurement and supply profession and have met the relevant educational criteria will be permitted to use the designations “MCIPS” or “FCIPS” or “ MCIPS Chartered” or “FCIPS Chartered” as applicable.
4. All current Chartered Procurement and Supply Professionals, Fellows and Members of CIPS will be Voting Members.
5. CIPS shall maintain a Register of members containing member’s names, grades, addresses and designations.

CHARTERED PROCUREMENT AND SUPPLY PROFESSIONAL

6. A Chartered Procurement and Supply Professional is a member who has satisfied GBT that they have met specific criteria. The criteria, including applicable assessments will be detailed in the Regulations.
7. To retain Chartered Procurement and Supply Professional status, continuous professional development will be mandated and other tests may be required as set out in the Regulations.
8. Current members who continue to meet both the Chartered Procurement and Professional criteria and Member criteria may use “MCIPS Chartered”, or if they meet both the Chartered Procurement and Supply Professional and Fellow criteria, may use “FCIPS Chartered” after their name.

FELLOW (“FCIPS”)

9. A Fellow is a member of CIPS who has satisfied GBT that they have met specific criteria. The criteria, including ethical and behavioural standards, competencies and achievements, and evidence of significant contribution towards the advancement of the profession and CIPS, will be detailed in the Regulations.
10. Current Fellows who continue to meet the criteria may use “FCIPS” after their name
11. Current Fellows who have successfully completed the CIPS Executive Diploma are entitled to use “FCIPS ExDip” after their name.

MEMBER (“MCIPS”)

12. A Member is a member of CIPS who has satisfied GBT that they have met specific criteria. The criteria, including the minimum period in a role of responsibility in the profession, and competency and educational requirements will be detailed in the Regulations.
13. Current Members who continue to meet the criteria may use “MCIPS” after their name
14. Current Members who have successfully completed the CIPS Executive Diploma are entitled to use “MCIPS ExDip” after their name.

OTHER CATEGORIES OF ASSOCIATION (NON VOTING)

- Student
- Affiliate
- Other (as GBT deems appropriate)

15. **STUDENT MEMBER**
Individuals studying for CIPS examinations or learning programmes will be referred to as “Students”. Students must satisfy GBT that they are meeting the requirements for registration as set out in the Regulations.
16. **AFFILIATE MEMBER**
Individuals engaged with the profession will be referred to as “Affiliates”. Affiliates must satisfy GBT that they have met criteria as set out in the Regulations.
17. **OTHER**
From time to time, GBT may refer to additional groupings of individuals based on their levels of study or attainment. These will be set out in the Regulations.
18. Students, Affiliates and Others are not entitled to vote in general meetings.

FEES AND SUBSCRIPTIONS

19. GBT shall determine the entrance, examination, assessment fees and annual subscription (if any) payable by each grade of membership or category of association. Entrance fee and annual subscription increases shall not be made more than once in any year and shall not increase by more than ten percent of the prevailing rate.

RESIGNATION AND REMOVAL OF MEMBERS AND DISCIPLINARY PROVISIONS

20. Any member may resign from CIPS in accordance with the procedure set out in the Regulations.
21. CIPS may, at GBT’s discretion, remove a member if:
 - a) they fail to pay their annual subscription;

- b) they fail to meet the requirements for the retention of their membership grade; or
 - c) they have breached CIPS' professional standards.
22. If a complaint is made that a member has not upheld CIPS' expected professional standards, the complaint will be referred to the relevant GBT Committee, as detailed in the Regulations.

RE-ADMISSION

23. The Regulations shall set out the process where an ex-member wishes to rejoin CIPS.

GENERAL MEETINGS

24. CIPS may hold an annual general meeting in every calendar year at such time and place as determined by GBT.
25. GBT may convene a general meeting by informing Voting Members in writing.
26. Voting Members may call a general meeting by writing to GBT with a request signed by 10% of their number stating the reasons for the meeting. GBT will call the general meeting within two months of receiving the written request or if no such meeting is called by this deadline, a majority of Voting Members may, acting together, convene the general meeting within two months of the deadline.
27. GBT will give Voting Members and the Auditors at least twenty-one days' notice of every annual general meeting and at least fourteen days notice of any other general meeting. The notice will include the agenda (with supporting documents if appropriate), place, date and timing of the meeting, and the general nature of the business to be discussed.
28. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, anyone entitled to receive it shall not invalidate any decision or resolution passed at the meeting.
29. The Regulations shall set out the proceedings for general meetings.
30. General meetings may be held in person, by Electronic Means or a hybrid of both.

THE BOARD OF TRUSTEES

31. There shall be up to 15 Trustees on GBT. Trustees will be selected to ensure that GBT has the appropriate balance of skills, experience and knowledge of the profession.
32. The Regulations shall set out the procedure for Trustee and Chair appointments.

BENEFITS AND CONFLICTS OF INTEREST

33. A Trustee or a Connected Person must not receive any payment of money or other material benefit (whether directly or indirectly) from CIPS except:

- a) interest at a reasonable rate on money lent to CIPS;
 - b) a reasonable rent or hiring fee for property let or hired to CIPS;
 - c) charitable benefits on the same terms as any other person;
 - d) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running CIPS;
 - e) the benefit of indemnity insurance as permitted by the Charities Act;
 - f) an indemnity in respect of any liabilities properly incurred in running CIPS (including the costs of a successful defence to criminal proceedings);
 - g) in the case of any individual appointed as Chair, for acting as Chair. Such payments shall only be authorised if:
 - i. GBT is satisfied it would be in the best interest of CIPS to make such payments;
 - ii. the payment is a reasonable amount which has been benchmarked against comparable roles with similar responsibilities;
 - iii. the payment is made in accordance with a written agreement between the Chair and CIPS;
 - iv. the performance of the Chair in receipt of such payments is monitored by GBT; and
 - v. conflicts of interest are managed in accordance with Bye-law 35; and
 - h) in exceptional cases, other payments or benefits (but only with the written consent of the Charity Commission in advance).
34. No Trustee or Connected Person may be employed by CIPS except in accordance with Article 4.c and Bye-law 33.g but any Trustee or Connected Person may enter into a written contract with CIPS to supply goods or services in return for a payment or material benefit, but only if:
- a) the goods or services are actually required by CIPS, and the Trustees decide that it is in the best interests of CIPS to enter into such a contract;
 - b) the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Bye-law 35; and
 - c) fewer than half of the Trustees are subject to such a contract in any financial year.
35. Subject to Bye-law 33, any Trustee who becomes a Conflicted Trustee in relation to any matter must:

- a) declare the nature and extent of his interest before discussion begins on the matter;
 - b) withdraw from the meeting for that item after providing any information requested by the Trustees;
 - c) not be counted in the quorum for that part of the meeting; and
 - d) be absent during the vote and have no vote on the matter.
36. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, (if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interest of CIPS to do so) may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, (not withstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee) to:
- a) continue to participate in discussions leading to the making of a decision and/or to vote;
 - b) disclose to a third party information confidential to CIPS;
 - c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from CIPS; and
 - d) refrain from taking any step required to remove the conflict.

PATRON

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

POWERS OF GBT

38. Subject to the provisions of the Charter and these Bye-laws, the business of CIPS shall be managed by GBT who may exercise all the powers of CIPS, other than those which are reserved to the Voting Members. No alteration of the Charter or the Bye-laws shall invalidate any prior act of GBT which would otherwise have been valid.
39. GBT shall have the power to authorise the formation of Branches, Membership Groups and other entities within the United Kingdom and in any territories overseas and may delegate to such Branches, Membership Groups and entities such of GBT's powers as GBT deems to be expedient.
40. All bank and building society accounts shall be controlled by GBT and must include the name of CIPS. A cheque or order for payment of money must be signed in accordance with GBT's instructions.
41. Subject to any conditions attached to any gift to CIPS, all moneys received by CIPS and not immediately required for operational use or the furtherance of the objects of

maybe invested in such securities or investments as GBT shall think fit, pending its application in furtherance of the objects.

42. GBT may from time to time appoint such members and others as they think fit to assist and advise them in carrying out their duties and if they think fit allot designations of office to them, and remove such persons and appoint others in their place. Except as provided in these Bye-laws, such persons shall not by virtue of such appointment become Trustees or be entitled to vote at a meeting of GBT.

DISQUALIFICATION OF TRUSTEES

43. A Trustee will cease to be a Trustee if:
 - a) they cease to be a Member, where applicable;
 - b) they resign their office by notice in writing;
 - c) a receiving order is made against them or they make any arrangement or composition with their creditors;
 - d) GBT reasonably believes they are incapable, whether mentally or physically, or managing their own affairs;
 - e) they are found guilty of a disciplinary offence; or
 - f) they are absent from three consecutive meetings of GBT without permission (otherwise than through illness or other reasonable cause).
44. The Regulations shall set out the process for managing disciplinary issues and complaints made against a Trustee.

PROCEEDINGS OF THE BOARD

45. The quorum for GBT is the greater of a number nearest to one half of the Trustees in office at the relevant time and six. Matters arising at GBT meetings will be decided by a majority of votes. In the case of equality of votes, the Chair shall have a second or casting vote.
46. The Chair or any six Trustees may at any time call a meeting of GBT by notifying all the Trustees in writing.
47. The Chair shall chair meetings of GBT, with such additional duties as GBT may from time to time think fit. If the Chair is absent, the chair of one of the committees of GBT shall preside over that meeting.
48. GBT meetings may be held in person, by Electronic Means or a hybrid of both.

GENERAL PROVISIONS RESPECTING BOARD MEMBERS AND MEETINGS

49. All acts done by any meeting of GBT or by a committee or by a person acting as Trustee shall be valid notwithstanding that it shall afterwards be discovered that there

was a defect in the appointment of any Trustee or member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.

50. GBT and its Committees will ensure that meetings are properly minuted and signed by the Chair or the Chair of that meeting, as appropriate.
51. A resolution in writing signed by 75% of the Trustees will be as valid and effectual as if it had been passed at a meeting of GBT or its Committees.

COMMITTEES

52. GBT may delegate any of its powers to committees consisting of such members or others as it thinks fit. Any such committees shall exercise their delegated powers in accordance with any regulations imposed by GBT.
53. GBT may revoke or vary any delegation in whole or in part.

THE SEAL

54. GBT has custody of the seal and controls its use and authentication.

FINANCES

55. GBT may from time to time make Regulations, in accordance with the Charter and these Bye-laws, governing the management of CIPS' financial affairs.

AUDIT

56. At least once a year an audit will be completed in respect of the CIPS accounts.
57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

INDEMNITY

58. Each Trustee and member in their capacity as a member of any CIPS committee or other body appointed or established with the approval of GBT for the purposes of CIPS shall only be accountable in respect of their own acts only and shall not be accountable for any acts they have not expressly agreed to. No member of any such committee or other body shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by them being done in good faith for the benefit of CIPS even if in excess of their legal powers or incurred through any omission, error of judgement, or oversight on their part.
59. Each officer of CIPS referred to in these Bye-laws and each member who accepts any office or acts in execution of the duties or powers imposed upon or given to them by the Charter or these Bye-laws, shall be indemnified out of the funds and property of CIPS

to such extent as GBT shall approve from and against all costs, charges, damages, and expenses howsoever which they or any of them shall sustain by reason thereof.

NOTICES

60. A notice may be served by CIPS to Voting Members entitled to receive such notice either by hand, post or by Electronic Means.



At the Council Chamber, Whitehall

THE 16th DAY OF NOVEMBER 2023

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

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

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BYE-LAWS OF THE CHARTERED INSTITUTE OF MANAGEMENT ACCOUNTANTS

1. In Bye-law 1, in the relevant places, *insert*:
 - “**Accounts**” means the accounts of the Institute, which may be prepared on a combined basis with respect to any Joint Venture to which the Institute is party;
 - ‘**Associate**’ means a Member who may use the description ‘Chartered Global Management Accountant’ and the letters ‘CGMA’ but who is not a Fellow;
 - ‘**Fellow**’ means a Member who may use the descriptions ‘Chartered Global Management Accountant’ and ‘Chartered Global Management Accountant Fellow’ and the letters ‘CGMA’ and ‘CGMA Fellow’;
 - ‘**Joint Venture**’ means an agreement, arrangement, combination or joint venture of any kind including as defined in Royal Charter 4(s);”.
2. *Delete* Bye-law 5 and *substitute*:
 - “5. Members may use the description ‘Chartered Management Accountant’ and ‘Chartered Global Management Accountant’ and Fellows may use the description Chartered Global Management Accountant Fellow. Members may use the letters ‘CGMA’ after their names and Fellows may use the letters ‘CGMA Fellow’ after their names . Members may use such designations, descriptions and letters as are permitted by the Institute under the Charter or Bye-laws or made available under

licence or other arrangements. If Members cannot use the description or letters in other countries or jurisdictions without infringement, then the Institute may authorise the use of lawful alternatives in those countries and jurisdictions. In particular, where appropriate, Members may add the suffix '(UK)' after the description 'Chartered Management Accountant'. Members may also continue to use the letters ACMA or FCMA, respectively, after their names until such time as Council may specify by Regulations.”.

3. **Delete** Bye-law 10 and **substitute**:

“10. The Council may admit suitable persons of good standing as Honorary Fellows of the Institute (and may withdraw the designation at any time at its discretion). Honorary Fellows may use the designatory letters 'Hon CGMA Fellow' and shall have such other rights and obligations as may be determined from time to time by the Council; provided that an Honorary Fellow shall not be a Member of the Institute for any purpose of the Laws of the Institute. Honorary Fellows admitted prior to the 2023 AGM may continue to use the letters 'HonFCMA' after their names until such time as Council may specify by Regulations.”.

4. In Bye-law 13 after “Member” **delete** “and to the Auditor or Auditors of the Institute”.

5. **Delete** Bye-law 14 and **substitute**:

“14. The honorary officers of the Institute shall be the President, the Deputy President and the Immediate Past President. The President and the Deputy President shall be elected at the Annual General Meeting of the Institute, on the nomination of the Council from amongst the members of the Council, other than those co-opted under Bye-law 16(d), and shall hold office from the end of that meeting until the end of the next following Annual General Meeting. A person who has previously been an honorary officer shall not be precluded from nomination under this Bye-law.”.

6. In Bye-law 15 after “A casual vacancy in the office of President” **delete** “, Deputy President or Vice President” and **substitute** “or Deputy President”.

7. In Bye-law 17(c) after “decreased” **insert** “from time to time”.

8. In Bye-law 17(d) **delete** “determines” and **substitute** “may think fit”.

9. In Bye-law 17(d) and 17(e) **delete** “4 honorary officers” and **substitute** “3 honorary officers”.

10. In Bye-law 18 **delete** “Subject to the above, any other matters regarding the elections to Council shall be as further prescribed in or under Regulations.”.

11. In Bye-law 27(b) **delete** “in light of his status”.

12. **Delete** Bye-laws 40 to 41 and **substitute**:

- “40. The Council shall provide for the proper keeping and publication of Accounts after the end of each financial year. The Council shall provide, in Regulations or otherwise, the basis on which Accounts shall be prepared and the terms on which such annual Accounts shall be made available (whether in hard copy or electronically) to members of Council and Members.
41. If so determined by Council, Auditors may be appointed by the Members in General Meeting, to hold office and have functions as specified in Regulations. No person or entity or undertaking shall be appointed as an Auditor who is (or whose members, directors or partners are) a member of the Council or an employee of the Institute.”.



At the Council Chamber, Whitehall

THE 29th DAY OF NOVEMBER 2023

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

The Privy Council has approved the amendments to the By-Laws of the Royal Institution of Naval Architects as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

AMENDMENTS TO THE BY-LAWS OF THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

1. In By-Law 4:
 - (i) **delete** sub-paragraph (c);
 - (ii) **reletter** sub-paragraphs (d) to (h) as (c) to (g);
 - (iii) in sub-paragraph (e) as relettered after “that AGM.” **insert** “The Board will elect a member of the Board who is a member of Council as the Chairperson of the Board.”.

2. In By-Law 19 sub-paragraph (a):
 - (i) **delete** “and Chair of the Board of Trustees”;
 - (ii) after “they shall forthwith be elected a member before the Annual General Meeting.” **insert**:

“Chair of the Board of Trustees

(a) An existing Board member shall be appointed by the Board as Chair of the Board of Trustees for a period of 3-year, with an option to reappoint for a second 3-year term. If they are part way through a term as an existing member of the board, then the 3-year term starts from appointment as Chair.

The Chair oversees the advancement of the Objects of the Institution, and to provide for the proper conduct of the business of the Institution.”.



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