



ORDERS OF COUNCIL

ORDERS APPROVED BY THE LORDS OF HIS MAJESTY'S MOST
HONOURABLE PRIVY COUNCIL DURING NOVEMBER 2024

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ORDERS APPROVED

**THE CHARTERED INSTITUTE OF
PERSONNEL AND DEVELOPMENT**

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At the Council Chamber, Whitehall

THE 6th DAY OF NOVEMBER 2024

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 Personnel and Development as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

REVISED BYE-LAWS OF THE CHARTERED INSTITUTE OF PERSONNEL AND DEVELOPMENT

The Byelaws

1. In these Byelaws:

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|-----------------------------|--|
| ‘the Charter’ | means the Charter granted to the Institute in 2000 as amended from time to time, whether by Supplemental Charter or otherwise; |
| ‘the Chief Executive’ | means the chief executive of the Institute for the time being; |
| ‘the Elected Board Members’ | means the members of the Board elected by Council in accordance with Byelaw 20; |
| ‘the President’ | means the president of the Institute elected by Council in accordance with Byelaw 14; |
| ‘electronic communication’ | means electronic communication as defined in the Electronic Communications Act 2000; |
| ‘Office’ | means the main office of the Institute whose address is listed on the Register of Charities; |

‘the Secretary’ means the person for the time being holding such office;
and

Expressions referring to writing shall refer (to the extent permissible by law) to a legible document on paper including electronic mail that is capable of being reproduced in paper form; and

A person is present at any meeting held for the purposes of these Byelaws if they attend in person or participate in the meeting by means of an electronic facility or facilities and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting; and

References to meeting places include physical locations, an electronic facility or facilities, and a mixture of the two; and

References to electronic facility or facilities include any form or forms of electronic facility designed to facilitate communication, including, but not limited to, online video conferencing platforms and other tools that facilitate instantaneous virtual communication for meetings; and

References to statutory provisions shall be construed as references to those provisions as amended or re-enacted from time to time.

Words used in the Charter shall have the same meanings when used in the Byelaws.

2. Membership

2.1 There shall be two categories of Membership of the Institute: Chartered Members and Non-voting Members.

Provisions relating to these categories and any sub-categories of Membership of the Institute shall be contained in Regulations made from time to time by the Board which shall include (but shall not be limited to):

- (a) The method and terms of admission and termination of Membership; and
- (b) The rights, privileges and obligations (including the use of certificates and affixes) of each category (and any sub-category of each category) of Membership.

2.2 Membership of the Institute in each category shall be conditional on the payment of the appropriate subscription and compliance with the requirements for continuing professional development in accordance with Regulations which the Board considers from time to time to be appropriate.

3. Certificates and affixes

3.1 The Board may by Regulations provide for the form of certificate to be issued to Members.

3.2 Members who meet the Institute's requirements in respect of the Institute's professional standards, experience, and continuing professional development, in accordance with such Regulations as the Board considers from time to time to be appropriate, shall be eligible to use such designatory letters as may be set out in the Regulations.

4. Admission to Membership

4.1 Individuals admitted to Membership in accordance with these Byelaws shall be Members.

4.2 The Board shall, subject to these Byelaws, elect to Membership applicants of good character who meet the educational and professional requirements of the Institute as laid down from time to time. The Board may by such Regulations as it thinks fit, impose conditions as to eligibility for Membership and for the continuance of Membership relating to such matters as the Board thinks appropriate.

4.3 An individual who wishes to become a Member or to transfer from one or category (or sub-category) of Membership to another shall deliver to the Institute an application in such form as the Board shall from time to time require.

4.4 An application for Membership or for transfer from one category (or sub-category) of Membership to another shall be determined by the Board which may in its absolute discretion:

- (a) admit an applicant to Membership;
- (b) transfer an applicant to a different category (or sub-category) of Membership;
- (c) require an applicant to submit additional information before making any decision;
- (d) decline to accept an applicant as a Member; or
- (e) decline to transfer an applicant from one category (or sub-category) of Membership to another.

5. Termination of Membership

5.1 A Member shall cease to be a Member:

- (a) on the expiry of at least 28 days' notice to the Institute of his or her intention to resign as a Member;
- (b) if any subscription or other sum payable by the Member to the Institute is not paid on the due date and remains unpaid 28 days after notice served on the Member by the Institute informing the Member that Membership will be terminated if it is not paid. The Board may in its absolute discretion re-admit

to Membership any person removed from Membership on this ground on payment of such sum in respect of the sum due as the Board may determine;

- (c) if the Board resolves that the Member be expelled. Such a resolution shall not be passed unless the Member has been given not less than 14 days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board.

5.2 Any Member who ceases to be a Member in accordance with this Byelaw shall remain liable for all subscriptions and other sums due from the Member up to and including the date when he or she ceases to be a Member.

6. Fees and subscriptions

6.1 Council may in its discretion levy admission fees, transfer fees and annual subscriptions on Members at such rates and upon such terms as it shall from time to time determine and may levy different rates on different categories (or sub-categories) of Members. In determining the level of such fees and subscriptions, Council shall consider the recommendations of the Board and the requirement to take into account the guidance published by the Charity Commission on public benefit.

6.2 Council may in its absolute discretion reduce, suspend or waive the amount of any admission or transfer fee or annual subscription payable by any Member or any category (or sub-category) of Member and may permit payment by instalments.

6.3 Save where payment by instalment is permitted, a decision to admit a new Member or to transfer a Member from one category (or sub-category) of Membership to another shall not be effective until the appropriate fee (if any) has been paid in full.

7. Professional conduct

7.1 Council shall have responsibility for the professional standards to be adopted by Members including all matters of professional conduct and ethics relating to the maintenance of such professional standards.

7.2 Council shall, in collaboration with such committee or committees as the Board may prescribe, make and may amend Regulations concerning professional conduct to be observed by all Members and such Regulations shall prescribe a code of professional conduct which all Members will be required to observe and shall provide a disciplinary procedure for Members who fail to observe the Regulations and code. Such disciplinary procedure shall accord in all respects with the rules of natural justice and, in particular, shall provide that the Member involved shall:

- (a) receive adequate notice of any allegations;
- (b) have an opportunity to refute such allegations;

- (c) be allowed to be accompanied at any hearing;
- (d) be entitled to call and cross-examine witnesses; and
- (e) be able to appeal any decision that is made.

8. Branches

- 8.1 Council shall have power to establish one or more branches of the Institute. Each branch shall be constituted and its affairs carried on in accordance with Regulations laid down from time to time by Council and Council shall have power to dissolve any such branch or to direct that a branch shall amalgamate with another branch at any time after it has been formed.
- 8.2 The Institute may make contributions towards or otherwise provide for all or any of the expenses of branches as the Board shall think fit.

9. General Meetings

- 9.1 The Institute shall in each year hold an Annual General Meeting in addition to any other meetings held in that year and shall specify the meeting as such on notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Institute and the next. The Annual General Meeting shall be held at such time and place as the Board shall decide.
- 9.2 All General Meetings other than Annual General Meetings shall be called General Meetings.
- 9.3 Council or the Board may at any time call a General Meeting.
- 9.4 On the requisition of no fewer than 10% of the Chartered Members the Board shall convene a General Meeting for a date not later than eight weeks after receipt of the requisition. Such Chartered Members' written requisition shall specify the object of the proposed meeting, shall be signed by the requisitionists and deposited at the Office marked for the attention of the Secretary.

10. Notice of General Meetings

- 10.1 An Annual General Meeting shall be called by at least 21 days' notice. A General Meeting shall be called by at least 14 days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to the Chartered Members and to the Institute's auditors.
- 10.2 The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or other proceeding at that meeting.

11. Proceedings at General Meetings

- 11.1 No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Thirty Chartered Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 11.2 At every General Meeting the Chair or Vice-Chair/Senior Independent Director, or their nominee who is an Elected Board Member, shall preside.

12. Council

Council shall consist of:

- (a) All Elected Board Members;
- (b) the Chief Executive (subject to Byelaw 22.2); and
- (c) one representative of each Branch appointed in such manner and for such period as Council shall from time to time determine.

13. Proceedings of Council

- 13.1 The powers and responsibilities ascribed to Council in the Charter and these Byelaws shall be exercised under the delegated authority of the Board.
- 13.2 Council shall meet together not less than twice in each year for the conduct of business and may adjourn and otherwise regulate meetings as it thinks fit. On the request of the Board or one third of any Branch representatives on Council the Secretary shall at any time call a special meeting of Council.
- 13.3 The quorum for meetings of Council shall be one third of its members when the meeting proceeds to business which shall include not less than one third of the duly appointed branch representatives.
- 13.4 At every meeting of Council the Chair or Vice-Chair/Senior Independent Director, or their nominee who is an Elected Board Member, shall preside but if none is present within 15 minutes after the time appointed for holding the meeting the members of Council present shall choose one of their number to be chair of the meeting.
- 13.5 Questions arising at any meeting of Council shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 13.6 The Board or Council may invite other such persons as it considers appropriate to attend meetings of Council. Such persons shall have no vote on any matter and are not required to be Chartered Members. The President may attend meetings of Council at any time but shall have no vote on any matter.

14. Election of the President

- 14.1 Council shall elect the President. Council may only elect a candidate for President who has been recommended to Council for this role by the Board. The President shall hold office subject to retirement for a term of three years, expiring at the meeting of Council (not being a special meeting of Council) closest to three years

after his or her election or such shorter term as Council may determine. A retiring President may, if willing to act, and if the Board has recommended re-election to Council, be re-elected for a term of up to three years.

14.2 The Board may appoint a person who is willing to act as a President to fill a casual vacancy. A person so appointed shall hold office until the first Council meeting (not being a special meeting of Council) immediately following their appointment and shall be eligible for election at that meeting but this period shall not be counted for the purposes of Byelaw 14.1.

15. Disqualification and removal of the President

15.1 A person shall cease to be President of the Institute if he or she:

- (a) becomes prohibited in law from being a director of a company;
- (b) is disqualified from being a charity trustee under the Charities Act 2011;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (d) resigns his or her office by notice in writing to the Institute.

15.2 The Board by a vote of not less than three-quarters of members present (in person or by proxy) and voting may at any time remove the President if in their reasonable opinion either he or she has acted in any way that is contrary to the interests of the Institute or he or she is unable to carry out properly the duties of President of the Institute.

16. The Board

The Board shall consist of not more than 12 persons, all of whom are Elected Board Members except the Chief Executive, as follows:

- (a) the Chair of the Board;
- (b) the Vice-Chair / Senior Independent Director of the Board;
- (c) the Treasurer;
- (d) the Chief Executive; and
- (e) up to eight additional Elected Board Members.

17. Election of Board Members

17.1 Council shall elect the Elected Board Members. Council may only elect candidates for Board Membership who have been recommended to Council for this role by the Board. Council shall elect such number of Elected Board Members provided that the total number of Elected Board Members shall not exceed eleven. An Elected Board Member shall hold office subject to retirement by rotation for a term of three years expiring at the meeting of Council (not being a special meeting of Council) closest to three years after his or her election or such shorter term as Council may determine. The Elected Board Members to retire by rotation shall be those who have been longest in office since their last election or re-election, but as between those who became or were last re-elected on the same day, those to retire shall (unless otherwise agreed between

themselves) be determined by lot. An Elected Board Member who retires by rotation may, if willing to act, and if the Board has recommended re-election to Council, be re-elected for a further term of up to three years.

17.2 The Board may appoint a person who is willing to act as an Elected Board Member to fill a casual vacancy. A person so appointed shall hold office until the first Council meeting (not being a special meeting of Council) immediately following their appointment and shall be eligible for election at that meeting but this period shall not be counted for the purposes of Byelaw 17.1.

18. Disqualification and removal of Board Members

18.1 A person shall cease to be a member of the Board if he or she:

- (a) becomes prohibited in law from being a director of a company;
- (b) is disqualified from being a charity trustee under the Charities Act 2011;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (d) shall fail without good reason to attend meetings for a period of six months; or
- (e) resigns his or her office by notice in writing to the Institute.

The Board by a vote of not less than three-quarters of the Members present (in person or by proxy) and voting may at any time remove any Board Member if in their reasonable opinion either he or she has acted in any way that is contrary to the interests of the Institute or he or she is unable to carry out properly the duties of a Board Member.

19. Powers of the Board

Subject to the provisions of the Charter and the Byelaws the business of the Institute shall be managed by the Board which may exercise all the powers of the Institute. No alteration of the Charter or the Byelaws shall invalidate any prior act of the Board which would have been valid if that alteration had not been made.

20. Proceedings of the Board

20.1 Subject to the provisions of the Byelaws, the Board may regulate its proceedings as it thinks fit.

20.2 Meetings may be attended in person or remotely by such means as enables all participants to hear each other and which the Chair of the Board deems suitable. Resolutions at any meeting shall be decided by a majority of votes of those members present. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

20.3 The quorum for the transaction of the business of the Board shall be one third of its members in office at that time.

20.4 A resolution in writing signed by 75% of all the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee respectively duly convened and held. Any such resolution will be minuted at a subsequent meeting.

20.5 The Board may invite such persons as it considers appropriate to attend meetings of the Board. Such persons shall have no vote on any matter and are not required to be Chartered Members. They may be invited to attend specific meetings or a series of meetings during such period as the Board determines, up to a maximum period of three years.

21. Committees

The Board may delegate any of its powers to committees and/or to Council. There shall be such committees as the Board may from time to time determine. Every such committee shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Board.

22. Chief Executive

22.1 The Chief Executive shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Chief Executive so appointed may be removed by the Board.

22.2 The Chief Executive shall act as the chief executive of the Institute and shall be a member of Council and of the Board unless the Board shall otherwise determine.

23. Secretary

23.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board.

23.2 The Board may from time to time by resolution appoint a person to act in place of the Secretary in the absence of the Secretary or if there be no Secretary or no Secretary capable of acting.

24. Accounts

24.1 The Board shall cause proper books of account to be kept with respect to:

(a) all sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place;

(b) all sales and purchases by the Institute; and

(c) the assets and liabilities of the Institute.

Such books of account shall be such as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions. The books of account shall be stored electronically, and a copy kept at the Office or at such other place or places in

Great Britain as the Board thinks fit and shall always be open to the inspection of the members of the Board.

At the Annual General Meeting in every year the Board shall lay before the Institute an income and expenditure account for the period since the last preceding account made up to a date not more than seven months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Board and of the auditors. Copies of such account, balance sheet and reports (or a summary of them) shall not less than 21 days before the date of the meeting be sent to the auditors and made available to all other persons entitled to receive notice of General Meetings.

25. Audit

Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor or auditors. Auditors shall be appointed by the Board and their duties regulated in accordance with the Companies Act 2006.

26. Notices

26.1 Any notice may be served by the Institute upon any Member, either personally, by sending it through the post in a pre-paid letter addressed to such Member at his or her registered address as appearing in the register of Members, or by electronic communication to an address provided for that purpose. Any notice sent to any address within the United Kingdom shall be deemed to have been delivered, if sent by first-class post, on the second day after the day of posting, or, if sent by second-class post, on the third day after the day of posting, and in any other case in the ordinary course of post. In proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether the same be actually delivered to the addressee or not. Any notice sent by email shall be deemed to have arrived on the day that it was sent.

26.2 Any Member described in the register of Members by an address not within the United Kingdom, the Isle of Man, the Channel Islands or the Republic of Ireland who shall from time to time give the Institute an electronic communication address or an address within the United Kingdom, the Isle of Man, the Channel Islands or the Republic of Ireland to which notices may be sent, shall be entitled to have notices served upon him or her at such address. Save as aforesaid, only those Members who are described in the register of Members by an address within those areas shall be entitled to receive any notice from the Institute.

26.3 Any documents and information relating to matters governed by the Charter and Byelaws may be sent or supplied to Members by making them available on a website or by other electronic means.

27. Indemnity

Every member of the Board, member of Council, President, agent, auditor, and Secretary for the time being of the Institute shall be indemnified out of the assets of the

Institute against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.



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