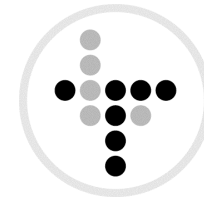


**THE CHARTERED INSTITUTE OF
LOGISTICS AND TRANSPORT**

**ROYAL CHARTERS
AND BYE-LAWS**



2nd Floor
11/12 Buckingham Gate
London
SW1E 6LB

16 January 2007

ROYAL CHARTER

George the Fifth by the Grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas King, Defender of the Faith, Emperor of India: To all to whom these Presents shall come, Greeting!

Whereas it has been represented to Us –

1. (1) That the Institute of Transport as now existing (hereinafter called “the Existing Institute”) is an Association which was incorporated not for profit, on the 26th day of August, 1920, by licence of the Board of Trade under the Companies Acts, 1908 to 1917, of which the general objects set out in its Memorandum of Association as varied in pursuance of a special resolution of the 7th day of October 1922, comprise the following:-

(a) To promote, encourage and co-ordinate the study of the science and art of transport in all its branches, to initiate, foster and maintain investigation and research into the best means and methods of and appliances for transport, transit and locomotion and the problems that are involved and their most satisfactory solution, to extend, increase and disseminate knowledge and exchange information and ideas in regard to all questions connected therewith and to assist and further in all practicable ways the development and

improvement of transport transit and locomotion in the best interest of the community;

- (b) To hold meetings of the Existing Institute for reading and discussing communications bearing upon traffic and transport and methods or subjects relating thereto;
- (c) To provide for the delivery of lectures, the holding of classes and examinations the awarding of certificates, medals, scholarships and diplomas in connection with traffic and transport;
- (d) To hold or promote exhibitions of appliances, apparatus or systems of transport;
- (e) To compile, print, publish, lend, sell or distribute the proceedings and reports of the Existing Institute or any papers, communications, statistics, works, text books or treatises on traffic and transportation or subjects connected therewith in the English or any foreign language;
- (f) To form a library of works relating to traffic and transport in connection therewith to acquire, sell or exchange books, works or manuscripts and to make, alter or rescind any regulation for the governance or loan thereof;
- (g) To make grants of money, books, apparatus or otherwise for the purpose of promoting invention and research in connection with traffic or transport or subjects connected therewith;
- (h) And other objects incidental or subsidiary to the foregoing:

(2) That in 1922, His Royal Highness the Prince of Wales was pleased to become and now is the Honorary President of the Existing Institute:

(3) That the Council of the Existing Institute is representative of persons engaged in or in connection with administering, managing, conducting, operating, or carrying on the principal forms of transport, transit, locomotion or traffic by land, sea, inland water or air which exist in the British Dominions and

that the Members of the Existing Institute according to their respective classes are generally persons engaged in, having experience of or studying some one or more of the said forms of transport, transit, locomotion or traffic or some part or parts thereof:

- (4) That, according to its Memorandum of Association, the Existing Institute is not established for the purposes of gain and no portion of its income or property can be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Existing Institute or any of them except to the limited extent authorised by the said Memorandum for or in connection with the furtherance of the objects of the Existing Institute and the Existing Institute directs its efforts exclusively to the attainment of the objects recited above:
- (5) That the Existing Institute has in conjunction or by co-operation with certain of the Universities and Colleges of Universities, Technical Colleges and other educational Institutions in the British Dominions established courses of instruction in the science and art of transport and has organised courses of lectures in regard to special branches of traffic, transit and locomotion and out of its fund or by the munificence of private donors offers and awards gold and silver medals and other premiums for or in connection with research into special problems of traffic and transport of importance to the public:
- (6) That between the months of October and June in each year the Existing Institute holds an Annual Conference at some place in the United Kingdom and also a series of meetings in London, at which papers are read and discussions take place in regard to questions of transport and traffic of national or international importance and organises series of lectures for the benefit of its Students and Graduates in regard to matters of locomotion and transit and cognate matters and publishes for the information of all its members a Journal which includes a record of its proceedings:
- (7) That the Existing Institute has also established Local Sections in various towns in the United Kingdom including Manchester, Birmingham, Leeds, Newcastle-upon-Tyne and Bristol, at which meetings are held and papers read and lectures given on questions of transport and traffic:
- (8) That the Existing Institute is possessed of certain leasehold premises at 15 Savoy Street, Victoria Embankment, in the County of London, but save as aforesaid is possessed of no freehold or leasehold property:
- (9) That the Existing Institute has at the present a total of 2,414 Members of which 1,297 are Corporate Members comprising 846 Members and 451 Associate Members and of which 1,117 are Non-Corporate Members comprising 1 Honorary Member, 34 Associates, 866 Graduates and 216 Students:
- (10) That it will greatly promote and facilitate the attainment of the objects of the Existing Institute if the same be incorporated by Royal Charter conferring and imposing upon the Institute when so incorporated the powers, rights, authorities and privileges, the duties and obligations hereinafter contained:
- (11) That a draft of Bye-Laws for the administration, management, direction, conduct and control of the property and affairs of the Existing Institute when so incorporated has been submitted to and approved by a specially convened Meeting of the Council of the Existing Institute and a copy of such draft has for the purpose of identification been signed by Colonel Sir Joseph Nall, Knight Bachelor, Companion of Our Distinguished Service Order, Member of Parliament, the Immediate Past President of the Existing Institute:
- (12) That it has been resolved at a specially convened meeting of the Council of the Existing Institute that if and when this Our Charter shall have been granted the property and assets of every description belonging to or held in trust for the Existing Institute and the use of same in furtherance of any of its objects shall be transferred to and vested in the Institute as so incorporated by this Our Charter, subject nevertheless to the Institute as so incorporated thereout defraying and providing for all debts and liabilities (if any) then incurred by or on

behalf of the Existing Institute to the discharge of which the said property or assets may at the moment of such transfer and vesting be applicable:

2. AND WHEREAS The Right Honourable Major General Sir Eric Campbell Geddes, Member of the Privy Council, Knight Grand Cross of the Most Honourable Order of the Bath, Knight Grand Cross of the Most Excellent Order of the British Empire, Knight Bachelor, Doctor of Law, The Right Honourable Albert Henry Stanley, Baron Ashfield of Southwell, Member of the Privy Council, Brigadier General Sir Henry Percy Maybury, Knight Commander of the Most Distinguished Order of St Michael and St George, Companion of the Most Honourable Order of the Bath, Sir Sam Fay, Knight Bachelor, Sir Joseph Guinness Broodbank, Knight Bachelor, Sir Lynden Livingstone Maccassey, Knight Commander of the Most Excellent Order of the British Empire, King's Counsel, Doctor of Science, Doctor of Law, Colonel Sir Joseph Nall, Knight Bachelor, Companion of the Distinguished Service Order, Territorial Decoration, Member of Parliament, Sir John Egan Eaglesome, Knight Commander of the Most Distinguished Order of St Michael and St George, Sir Herbert Ashcombe Walker, Knight Commander of the Most Honourable Order of the Bath, Knight Bachelor, and Roger Thomas Smith, Bachelor of Science, on behalf of themselves and all other members of the Existing Institute have humbly besought Us to grant this Our Charter:

AND WHEREAS it appears to Us that it would be in the interest of Our subjects and would conduce to the attainment of the objects of the Existing Institute and would further the improvement, development and study of the science and art of transport and traffic in our Dominions, and would tend to the solution of many important problems arising out of and involved in transit and locomotion if the prayer of the said petition were granted:

Now therefore know ye that We being always ready to give our Royal countenance and encouragement to all scientific social and charitable works the conduct and development of which are in the interest of our subjects do of our special grace certain knowledge and mere motion by these presents for Us our Heirs and Successors give grant and ordain that The Right Honourable Major General Sir Eric Campbell Geddes, Member of the Privy Council, Knight Grand Cross of the Most Honourable Order of the Bath, Knight Grand Cross of the Most Excellent Order of the British Empire, Knight Bachelor, Doctor of Law, The Right Honourable Albert Henry Stanley, Baron Ashfield of Southwell, Member of the Privy Council, Brigadier General Sir Henry Percy Maybury, Knight Commander of the Most Distinguished Order of St Michael and St George, Companion of the Most Honourable Order of the Bath, Sir Sam Fay, Knight Bachelor, Sir Joseph Guinness Broodbank, Knight Bachelor, Sir Lynden Livingstone Maccassey, Knight Commander of the Most Excellent Order of the British Empire, King's Counsel, Doctor of Science, Doctor of Law, Colonel Sir Joseph Nall, Knight Bachelor, Companion of the Distinguished Service Order, Territorial Decoration, Member of Parliament, Sir John Egan Eaglesome, Knight Commander of the Most Distinguished Order of St Michael and St George, Sir Herbert Ashcombe Walker, Knight Commander of the Most Honourable Order of the Bath, Knight Bachelor, and Roger Thomas Smith, Bachelor of Science, and all other persons who are now members of the Existing Institute or shall hereafter become members of the Institute hereby incorporated shall be one Body Corporate and Politic by the name of "The Institute of Transport", the general objects of which are to promote, encourage and co-ordinate the study and advancement of the science and art of transport in all its branches, to initiate and maintain investigation and research into the best means and methods of and appliances for transport, transit, locomotion and the conduct and handling of traffic and the most satisfactory solution of all problems involved therein and all questions ancillary or subsidiary

thereto; to extend, increase and disseminate knowledge and exchange information and ideas in regard to all matters connected therewith and to assist and further in all practicable ways the development and improvement of transport, transit, locomotion and the conduct and handling of traffic in the higher interests of Our People; and by that name shall and may sue and be sued please and be impleaded in all Courts whether of law or equity either in Our Kingdom of Great Britain and Northern Ireland or in Our Colonies Dominions or Dependencies and shall have perpetual succession and a common seal which may be changed or varied by it or at its pleasure:

AND WE DO HEREBY FURTHER GRANT AND ORDAIN that the said Institute hereby incorporated shall have and may exercise all or any other powers, rights, authorities and privileges and shall be subject to the duties and obligations hereinafter set forth and shall be entitled to the benefit of and be subject to the provisions hereinafter contained and such provisions shall have effect accordingly.

1. In this Our Charter unless the context otherwise requires –
“The Institute” shall mean the Institute incorporated by this Our Charter which shall be called the Institute of Transport.
“The Council” shall mean the Council of the Institute.
“The Bye-Laws” shall mean the Bye-laws of the Institute for the time being in force under or by virtue of this Our Charter.
Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender and words importing persons shall include Corporations.

2. The Institute shall have power –
 - (i) To acquire, take over and accept by way of gift from the Existing Institute all the property, stocks, funds, securities and other assets of every description now belonging to the Existing Institute or held in trust for or for the use of the same and to undertake, execute and perform any trust or conditions affecting any such property, stocks, funds, securities or other assets or any of them shall at the moment of such acquisition be applicable and to give any trustees in whom any such property, stocks, funds, securities or other assets may be vested a valid receipt, discharge and indemnity for and in respect of the transfer or handing over the same to the Institute:
 - (ii) To purchase, take on lease or hire, accept on loan or as a gift or otherwise acquire and hold (without any further licence in Mortician) any lands, buildings, easements or hereditaments of any tenure, patents, patent-rights, trade-marks and any real or personal property of any descriptions whatsoever and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite whether within Our Dominions or elsewhere for all or any of the purposes of the Institute but subject as regards any lands, tenements and hereditaments within Great Britain or Northern Ireland to the proviso contained in the last paragraph of this Article.
 - (iii) To erect, maintain, alter, repair or restore any library or lecture hall, dwelling house, office, room or other building or any part of the same

for all or any of the purposes of the Institute or assist any such object and to manage the same and to provide the same with all proper and necessary furniture, fixtures, fittings, apparatus, appliances, books, conveniences and accommodation.

- (iv) To hold or to take part in meetings and conferences for the purposes or in connection with all or any of the objects of the Institute.
- (v) To form or to assist in forming and to make grants of money to or otherwise financially assist local branches, sections and committees of or in connection with the Institute in all parts of Our Dominions, or in foreign countries and to compile, print, publish, lend, sell or distribute the proceedings and reports of the Institute or any treatises, books, papers, pamphlets, statistics and information in English or any other knowledge, stimulating interest in and promoting the objects of the Institute and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purpose of the Institute.
- (vi) To provide or co-operate with other Societies, Associations, bodies or persons for the delivery of lectures, the holding of classes and examinations, the awarding of certificates, medals, premiums, scholarships and diplomas relating to and to make grants of money or otherwise financially assist research into all or any of the objects of the Institute, but so that every such certificate or diploma shall contain on its face a statement to the effect that it is not issued under, in pursuance or by virtue of any statutory or Government Sanction, but by the authority of the Institute only, and to form

a Library of and to acquire, buy, sell, exchange, accept on loan or as a gift any books, papers, documents, statistics or other information and records, relating to the objects of the Institute.

- (vii) To hold or promote or join in the holding or promotion of Exhibitions of or Conferences in relation to systems of transport, means of locomotion and transit, methods of conducting or handling traffic, and appliances and apparatus connected therewith or all or any of the objects of the Institute, and to make grants of money, books, apparatus or otherwise for the purpose of promoting the objects of the Institute or any of them.
- (viii) To receive and accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other property and assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any Society or body whether incorporated or not carrying on work similar to any work for the time being carried on by the Institute and to undertake all or any of the liabilities of any such other Institute or body, but so that any powers conferred by this paragraph shall be subject as regards Great Britain or Northern Ireland to the proviso contained in the last paragraph of this Article.
- (ix) To borrow or raise money for all or any of the objects of the Institute upon banking account or otherwise by the issue of or upon Mortgages, Debentures, Bonds, Bills of Exchange, Promissory Notes or other obligations or securities of the Institute and for

or in connection with the same to charge by way of security all or any real or personal property of the Institute. Provided that no money shall be raised by mortgage on any real or leasehold property of the Institute situate in Great Britain or Northern Ireland without such consent or approval (if any) as may be by law required therefor.

- (x) To make and carry out any arrangement for joint working or co-operation with any local or municipal Authority or any Company, Corporation, Society, Association, body or persons whether Incorporated or not whose objects are similar to any objects of the Institute for the furtherance of those objects or of the objects of the Institute and to lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any such Authority, Company, Corporation, Society, Association, body or persons.
- (xi) To enter into any arrangements with any Department of our Imperial Government or of the Government of any part of our Dominions.
- (xii) To accumulate, improve, manage, develop, sell, exchange, lease, let or otherwise dispose of or mortgage or otherwise charge or deal with or turn to account all or any property or rights of the Institute. Provided that no disposition of any real or leasehold property situate in Great Britain or Northern Ireland shall be made without such consent or approval (if any) as may be by law required therefor.
- (xiii) To invest all moneys and funds of the Institute which are not immediately required to be expected for the purpose thereof and which the

Council think proper to be invested in such circumstances as may be authorised with respect thereto by the Bye-laws of the Institute or by the powers contained in the instruments (if any) of gift of such moneys or funds or of the moneys or property from which the same shall have arisen or by the powers contained in any writing or writings under the hand or signed on behalf of the donor within six calendar months after the gift or so far as such instrument, writing or writings, do not extend to investments authorised by the law for the time being in force for the investment of trust funds or to deposit the same with any bank. Provided that the Institute shall not invest money in or retain any securities in respect whereof any liability exists unless the liability is of limited amount and is to be discharged or is capable, if the Council think fit, of being discharged within a fixed period from the date of investment but save as in this proviso mentioned nothing in this Our Charter shall prevent the Institute from the full exercise of any discretion or authority given by the donor in the choice of investments. All investments may be varied or transposed from time to time into or for other investments authorised according to the provisions of this paragraph with respect to the original investments or the proceeds thereof.

- (xiv) To grant, continue and pay such salaries, wages, pensions, gratuities, superannuation, retiring allowances, or other sums in recognition of services (whether rendered before or after the granting of this Our Charter) as may from time to time be sanctioned by the Council.

- (xv) To undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Institute.
- (xvi) To apply for and exercise any powers obtained under any supplementary Charter or Act of Parliament, Imperial or Colonial and whether Federal or Provincial, or under any act of the Legislature, concession or licence or any foreign country, which may be deemed expedient for any of the purposes of the Institute.
- (xvii) To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of all or any of the purposes of the Institute or the exercise of all or any of its said powers.
- (xviii) Provided always that notwithstanding anything hereinbefore contained the annual value of the lands, tenements and hereditaments for the time being held by the Institute within Great Britain and Northern Ireland shall not at any one time exceed £5,000 but so that for all purposes of this paragraph the annual value of any such lands, tenements and hereditaments as aforesaid shall be deemed to be the annual value thereof for the purpose of the assessment of property tax thereon at the time when the Institute shall have become entitled in possession to the same and so also that all lands, tenements or hereditaments of any annual value devised or bequeathed to or for the benefit of the Institute by way of gift or any means may be accepted and held by the Institute but only upon the terms that if and so far as the holding of the same premises may cause the Institute to

exceed such limit as aforesaid such premises shall be sold within one year from the date when the Institute shall have become entitled thereto in possession.

- 3.(i) There shall be a Patron and an Honorary President of the Institute. We do hereby reserve to Ourselves to be the First Patron after granting of this Our Charter. Subsequent Patrons shall from time to time be such persons as may accept that office upon the request of the Council:
 - (ii) The Honorary President shall be the Honorary President of the Existing Institute – His Royal Highness the Prince of Wales and thereafter such person as may from time to time accept the office upon the request of the Council:
 - (iii) The President of the Institute shall be Robert Hope Selbie, Commander of the Most Excellent Order of the British Empire, and after he shall have ceased to be President, the President shall be such person as may from time to time be elected to that office in pursuance of the Bye-laws.
 - (iv) The Vice-Presidents shall be Sir Robert Francis Dunnell, Baronet, Knight Commander of the Most Honourable Order of the Bath, Sir Henry White-Smith, Knight Bachelor, Commander of the Most Excellent Order of the British Empire, Roger Thomas Smith, Bachelor of Science, Walter Henry Gaunt, Officers of the Most Excellent Order of the British Empire, Philip Burt and Richard Stephen Tilling, and after they shall have ceased to be Vice-Presidents, the Vice Presidents shall be such persons as may from time to time be elected tot hat office in pursuance of the Bye-laws.
 - (v) The property and affairs of the Institute shall, subject to the provisions of this Our Charter, be administered, managed, directed and controlled by the Council, which may exercise for that purpose all powers, rights

and authorities conferred upon them by the Bye-laws or Bye-law in that behalf enabling them.

- (vi) The Council shall be the Council of the Existing Institute until the election of a new Council in pursuance of the Bye-laws.
4. An Annual General Meeting of Corporate Members of the Institute as defined in the Bye-laws, shall be held once in every year in which the Institute is incorporated by this Our Charter and the Council shall lay before such Annual General Meeting the accounts of the Institute and the Report of the Council and at such meeting Auditors shall be elected and such other business done as is prescribed by the Bye-laws.
5. The Accounts to be submitted to the Annual General Meeting shall be audited by a duly qualified Accountant.
6. All property now belonging to or held in Trust for the Existing Institute shall from the date of this Our Charter vest in the Institute.
7. The affairs of the Institute shall be managed and regulated in accordance with the Bye-laws. Any of the Bye-laws and new Bye-Laws may from time to time be altered, added to or repealed in manner provided by the Bye-laws and any new Bye-laws may from time to time be made in the like manner. Provided that no new Bye-laws no alteration of or addition to any of the Bye-laws shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the Laws of Our Realm and that no such new Bye-law, alterations, addition or repeal shall take effect until the same has been submitted to and approved by the Lords of our Privy Council of which approval the certificate of the Clerk of the Council shall be sufficient evidence.
8. The income and property of the Institute whencesoever derived, shall be applied solely towards the promotion of the

objects of the Institute, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute or any of them: Provided that nothing herein shall prevent the payment in good faith of interest at a rate not exceeding five per centum per annum, on any loan advanced by members of the Institute to promote the objects of the Institute, or of reasonable and proper remuneration to any officer or servant of the Institute or (subject to the provisions hereinafter contained) to any Member of the Institute, in return for any services actually rendered to the Institute, or undertaken by the authority of the Council to promote the objects of the Institute, nor exclude anyone who may be a member of the Institute, from any grant made in furtherance of any objects of the Institute, nor prevent the gratuitous distribution among, or sale at a discount to, members of the Institute of any books or other publications, whether published by the Institute or otherwise, relating to all or any of its objects as above set forth: but so that non Member of the Council of the Institute shall be appointed to any salaried office of any office paid by fees and no grant, remuneration or other benefit in money or money's worth shall be given to any Member of the Council, except repayment of out-of-pocket expenses, and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Institute: Provided that this provision shall not apply to any payment to any railway, tramway, gas, electric, lighting, water, cable, telegraph, telephone or wireless Company of which a Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

9. The debts and liabilities of the Institute shall at all times be discharged by the Institute provided that the liability of the Members of the Institute for such debts and liabilities shall not at any time exceed the amount of the entrance fee, annual subscription and other sums if any, due by the Members of the Institute, and every Member of the Institute undertakes to contribute to the assets of the Institute in the event of the same

being wound up during the time that he is a member r within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member and to the costs charges and expenses of winding up the same, and for adjustment of the rights of the contributors amongst themselves, such sum as may be required not exceeding £1.

10. AND WE DO HEREBY FURTHER DECLARE that when the Institute shall cease to be an Institute for the purposes aforesaid and the affairs thereof shall have been completely wound up and its debts and obligations fully discharges this Our Charter shall be absolutely void, but that, if on the winding up or dissolution of the Institute, there shall remain, after the satisfaction of all its debts, liabilities and obligations, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute or any of them, but shall (subject to any special trusts affecting the same) be given and transferred to some other Association or Associations having objects similar to the objects of the Institute to be determined by the Council at or before the time of dissolution or in default thereof by a Judge of Chancery Division of Our High Court of Justice.

11. AND WE do for Ourselves Our Heirs and Successors GRANT AND DECLARE that this Our Charter or the enrolment thereof shall be in all timings valid and effectual in law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges in Our Colonies Dominions and Dependencies and by all other officers, person and Bodies Politic and Corporate whom it doth concern and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Institute as well in all Our several Courts of Record in Our Colonies, Dominions or Dependencies as elsewhere notwithstanding any non-recital or mis-recital, uncertainty or imperfection in this Our Charter.

In Witness where Wee have caused these Our Letters to be made Patent.

Witness Ourselves at Westminster the 16th day of November, in the Seventeenth Year of Our Reign.

By Warrant under the King's Sign Manual.

SCHUSTER.

SUPPLEMENTAL CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS His Majesty King George the Fifth in the year of our Lord Once thousand nine hundred and twenty-six by Royal Charter dated the sixteenth day of November in the seventeenth year of His Reign (hereinafter referred to as "the original Charter") constituted a Body Corporate and Politic by the name of "The Institute of Transport" (hereinafter referred to as "the Institute") with perpetual succession and a Common Seal:

AND WHEREAS the Institute has presented unto us an humble Petition praying that We would be graciously pleased to grant it a Supplemental Charter altering its name and making such further provision as is hereinafter set forth:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the objects of the Institute for Ourselves, Our Heirs and Successors in addition to and

notwithstanding anything to the contrary contained in the original Charter have granted and declared and are graciously pleased to grant and declare as follows namely:

1. The Institute shall henceforth be known by the name of “The Chartered Institute of Transport” and reference to “the Institute” in the original Charter and Bye-laws shall be construed accordingly.
2. The Institute may, by Resolution passes by a majority of not less than three-fourths of the Corporate Members present and voting at an Extraordinary General Meeting of the Institute, amend or add to the original Charter or this Our Supplemental Charter and such amendments or additions shall, when allowed by Us, Our Heirs, or Successors in Council, become effectual so that the original Charter and this Our Supplemental Charter shall thenceforth continue and operate as if they had originally been granted and made as so amended or added to. This Article shall apply to the original Charter or this Our Supplemental Charter as amended or added to in manner aforesaid.

IN WITNESS whereof We have caused these Our Letter to be made Patent.

WITNESS Ourselves at Westminster the 12th day of March, in the Twentieth year of Our Reign.

BY WARRANT under the Queen’s Sign Manual.

DOBSON.

At the Court at Buckingham Palace

THE 18TH DAY OF JULY 2001

PRESENT,

THE QUEEN’S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS the Chartered Institute of Transport has duly made an amendment to its Supplemental Charter as set out in the Schedule to this Order:

AND WHEREAS the amendment has been submitted to the Her Majesty in Council for allowance:

NOW, THEREFORE, Her Majesty, having taken the amendment into consideration, is please, by and with the advice of Her Privy Council, to allow it.

A.K. Galloway

SCHEDULE

AMENDMENT TO THE SUPPLEMENTAL CHARTER OF THE CHARTERED INSTITUTE OF TRANSPORT REFERRED TO IN THE FOREGOING ORDER

In Article 1 *delete* “The Chartered Institute of Transport” and *substitute* “The Chartered Institute of Logistics and Transport”.

SCHEDULE

BYE-LAWS OF THE CHARTERED INSTITUTE OF LOGISTICS AND
TRANSPORT REFERRED TO IN THE FOREGOING ORDER

BYE-LAWS

At the Council Chamber, Whitehall

THE 23rd DAY OF SEPTEMBER 2003

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

WHEREAS THE Chartered Institute of Logistics and Transport has made new bye-laws as set out in the Schedule to this Order:

AND WHEREAS the bye-laws have been submitted to the Lords of the Privy Council for approval:

NOW THEREFORE Their Lordships, having taken the bye-laws into considerations, are please to approve them.

As amended at an Extraordinary General Meeting held on 21st February 2005, the amendments being approved and allowed by the Lords of the Privy Council on 22nd March 2005

As amended at an Extraordinary General Meeting held on 3rd December 2006, the amendments being approved and allowed by the Lords of the Privy Council on 16th January 2007

PRELIMINARY

1. The provisions of the Charter (which for the purposes of these Bye-laws shall mean the Royal Charter granted in 1926 as from time to time altered, amended or varied by Supplemental Charter or otherwise) incorporating the Institute shall in all respects be observed and performed and in the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws, the provisions of the Charter shall prevail.
2. In these Bye-laws, words and expressions which are defined by the Charter shall have the meaning so defined unless the context otherwise requires and words importing the singular number only shall include the plural number and *vice versa* and words importing persons shall include corporations and words importing the male gender shall include the female gender and vice versa.
3. In these Bye-laws the following expressions shall have the meanings attributed respectively to them:
“Affiliate” means any person, or in the case of Corporate Affiliate an organisation not being an Institute Member or Member, appointed to any grade of Affiliate created by the Council or by a Territorial Governing Body from time to time under Bye-law 13.

“Institute Member” means an Honorary Chartered Fellow, a Chartered Fellow and a Chartered Member appointed or elected as such by virtue of Bye-laws 10, 11 or 12 respectively.

“Member” means a person elected as such pursuant to Bye-Law 12A.

“the Council” means the Council of the Institute as established under Bye-law 37.

“financial year” means the period ending on 31 December in each year.

“Honorary Officers” means any person holding an appointment under Bye-law 7.

“Honorary President” means the person nominated by the Council to be the Honorary President of the Institute for the time being.

“Institute” means the Chartered Institute of Logistics and Transport constituted by the Charter.

“Institute Branch” means a group, association, independent section or society comprising members of the Institute established under Bye-law 43(2).

“Territorial Governing Body” means the National Council created in accordance with the constitution of a Territorial Organisation to conduct and manage the affairs of that Territorial Organisation.

“Territorial Organisation” means an organisation which the Council has agreed should be constituted and has recognised in accordance with Bye-law 43(1).

“logistics and transport management” means any activity consistent with the general objects of the Institute as stated in the Charter including without prejudice to the generality thereof: (i) the administration, management, planning, conduct or operation of any of the principal forms of transport, transit, locomotion, traffic, physical distribution, logistics or any activities related thereto; and (ii) the research, development,

study, education in or of the art or science of logistics and transport in all its branches.

CONSTITUTION

4. The Institute shall consist of (i) Institute Members, (ii) Members and (iii) Affiliates
5. Biennially, the Council shall by resolution elect a President and a President-elect, both of whom shall be Institute Members, to hold their respective offices for the two succeeding years with the intention that, at the end of that period, the existing President shall cease being President and the existing President-elect shall succeed automatically to the office of President. Nothing herein stated shall prevent the Council from resolving at any time to extend the period of office of any person holding either of the said offices.
6. There shall be Vice-Presidents of the Institute who shall be Institute Members and shall be elected in such manner and for such periods as may be determined from time to time by the Council.
7. The Council may, if it thinks fit, appoint an Honorary Solicitor, an Honorary Secretary and an Honorary Treasurer or any of them each of whom shall be an Institute Member and shall hold office at the discretion of the Council.
8. The Council shall from time to time appoint a suitable and experienced person, who shall not be a member of the Council, to be the chief executive officer and Secretary of the Institute, and who shall perform such duties as specified in these Bye-laws and as the Council may otherwise require from time to time.
9. If the office of President shall become vacant, the President-elect for the time being shall succeed automatically to the office of President. Other casual or occasional vacancies (not being vacancies resulting from normal retirement) in the offices of President-elect or Vice-President may be filled from time to time by the Council at its discretion. Any person so

elected shall retain office only for the remainder of the term of office of the person in respect of whom the vacancy arose.

MEMBERSHIP

10. An Honorary Chartered Fellow shall be a Chartered Fellow of the Institute appointed as such by the Council, in recognition of outstanding meritorious service to the Institute or to the transport and logistics profession.
11. A Chartered Fellow shall be a person elected as such by the Council at its discretion who:- (a) shall have been nominated for election as a Chartered Fellow by such number of Institute Members and in such manner as determined by the Council from time to time; and (b) (i) at the date of nomination for election or transfer to the grade of Chartered Fellow has held for at least seven years in aggregate a high position or series of positions of responsibility in logistics and transport management and can demonstrate the educational attainment applicable to the grade of Chartered Member; or (ii) prior to nomination for election as a Chartered Fellow, has held such high position or positions of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the Council justifies his election as a Chartered Fellow; or (iii) has such special knowledge of the theory or practice of logistics and transport in any of its branches that election as a Chartered Fellow would in the opinion of the Council conduce to the achievement of the objects of the Institute; or (iv) has rendered such special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the Council conduce to the interests of the Institute.
12. A Chartered Member shall be a person elected as such by the Council who:- (a) shall be nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the Council from time to time; and (b) has completed education and training of a nature satisfactory to the Council; and (c) (i) is engaged in and has

had relevant experience for periods amounting in the whole to five years in or in connection with logistics and transport management, and has passed or been exempted by the Council from all or any part of the examination at the time applicable to the grade of Chartered Member; or (ii) at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactory to the Council; or (iii) has at some time or times previous to nomination for election as a Chartered Member held a position or positions of responsibility satisfactory to the Council in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the Council justifies his election as a Chartered Member.

- 12A. A Member shall be a person elected as such by the Council who: - (a) shall be nominated for election by such number of Institute Members or Members and in such manner as determined by the Council from time to time; and (b) has completed education and training of a nature satisfactory to the Council; and meets such criteria as to experience as the Council may from time to time determine.
13. The Council or a Territorial Governing Body may create and designate from time to time a grade or number of grades of Affiliate of the Institute, establish criteria for qualification for entry to such grade and formulate such other regulations applicable thereto as it shall determine.
14. The Council may at any time make regulations governing, cause to be held, and provide for the expense of, examinations for the purpose of testing the suitability of candidates for election or transfer to any grade of membership of the Institute and may provide or assist in providing courses of lectures and tuition in the subjects included in all or any of such examinations and may fix the fees to be paid or deposited by the candidates in respect of such courses of lectures, tuition or examinations.

15. Subscriptions and certification fees shall be payable at such rates and in such a manner as determined from time to time by the Council.
16. Every person elected to any grade of membership or transferred from one grade to another shall without delay be notified thereof in writing and shall pay the current subscription applicable to that grade (or in the case of a transfer the pro rata balance thereof for the remainder of the financial year) and the applicable certification fee within such period after the date of election appointment or transfer as the Council shall determine.
17. No member of any grade whose subscription remains unpaid beyond any period of grace allowed by the Council shall until the same be paid in full be entitled, unless the Council otherwise decides, to receive any notice or publication of the Institute or to vote at any meeting of the Institute.
18. The Council may determine that the membership of any member of any particular grade may be cancelled forthwith:-
 - (a) by the member giving at least 7 days' clear notice in writing of resignation;
 - (b) if the member becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) on the non-payment of any subscription or other amount due to the Institute payable by the member or payable in respect of the member to the Institute after requests for payment as determined by the Council from time to time;
 - (d) by resolution of the Council if the Council deem it fit pursuant to disciplinary action taken against that member in accordance with the Bye-laws.

Provided always that any member who ceases to be a member shall remain liable for all subscriptions and contributions due from or imposed upon him to the date when he shall cease to be a member.
19. A member of each of the following grades in the Institute may, in order to indicate their membership, use the appropriate post nominal letters in respect of such grade, namely:

In the case of an Honorary Chartered Fellow Hon. FCILT

In the case of a Chartered Fellow FCILT

In the case of a Chartered Member CMILT

In the case of a MemberMILT

20. Each member elected shall be entitled to a Certificate evidencing membership of the Institute which shall be in such form as the Council may from time to time determine, shall remain the property of the Institute and shall be returned to the Institute upon demand.
21. Any member may resign from the Institute by sending a resignation in writing to the Secretary or the relevant Territorial Governing Body and returning therewith all or any certificates or diplomas held by him, after payment of all subscriptions or other sums due from such member including those for the current year.
22. Institute Members, Members and Affiliates of the Institute shall, as a condition of membership accept the Institute's Code of Professional Conduct as set out from time to time by the Council. The Council may in its absolute discretion resolve to remove from membership of the Institute any member of any grade who has been guilty of conduct which in the opinion of the Council is inconsistent with the standards required for membership of the Institute as determined by the Institute's Code of Professional Conduct, provided that in relation to any member any such person shall have been served with at least 14 days' notice in writing of the Council's intention to consider such conduct, such notice to specify the date and place of the meeting of the Council at which the matter is to be considered, and that such member shall have been either permitted or invited to be present and submit a plea in defence,

- either personally or through a representative, at the meeting before the consideration of such resolution.
23. In any matter concerning the consideration of any nomination or application for membership or any other matter pertaining to membership of the Institute applicants or members have a right of appeal to the Council, but the Council may act in its absolute discretion and the decision of the Council in each case shall be final and the Council shall not be obliged to give any reason for reaching any particular decision.

PROCEEDINGS

24. The meetings of the Institute shall be either (a) the Annual General Meeting or (b) an Extraordinary General Meeting.
25. The President or in the President's absence the President-elect or in the President-elect's absence the senior of the Vice-Presidents present or, if there be none of such present, one of the other members of the Council present shall preside at the Annual General Meeting or any Extraordinary General Meeting.
26. There shall be an Annual General Meeting of the Institute at intervals of not more than fifteen months at which the business to be transacted shall be: (i) to receive and consider the Report of the Council for the year ended on the previous 31 December and the Accounts of the Institute for the financial year then ended; (ii) to appoint an Auditor for the year then current and to determine the Auditor's remuneration; and (iii) to transact any other business of which notice in writing shall have been given to the Secretary by any Institute Member at least eight weeks before the date of the meeting and which is specified in the notice of meeting.
27. An Extraordinary General Meeting shall be a meeting of Institute Members which may at any time be convened by the Council and which shall be convened by the Council upon the requisition in writing of not less than 100 Institute Members specifying in detail in such requisition the business to be brought before such meeting. No other business shall be

- considered at such meeting. If the Council does not within 28 days from the date of receipt of such requisition as aforesaid proceed to convene an Extraordinary General Meeting the requisitionists may themselves convene such meeting, which must take place within three months from the date of receipt of the requisition by the Council, in the same manner or as near as is reasonably possible as that in which such meetings are convened by the Council. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Council to convene such meeting shall be repaid to them by the Institute.
28. At least 21 days' notice shall be given of Annual General Meetings and Extraordinary General Meetings which shall specify the place, day and hour of the meeting and the nature of the business to be transacted. Except where the Charter or these Bye-laws provide that any particular business shall be transacted at any meeting, no business shall be transacted thereat of which the nature has not been specified in the notice of the meeting.
29. A notice may be served upon any Institute Member either (i) personally or (ii) by sending it prepaid through the post addressed to such person at his or her address registered in the books of the Institute (by air mail if outside Europe) or (iii) by printing it or causing it to be printed in any journal, magazine or other publication published regularly by the Institute, a Territorial Organisation or an Institute Branch which is circulated to Institute Members or (iv) by email or other electronic means where the Institute Member to whom the notice is to be served has given prior written communication that he will accept service by such means. Any document referred to in any notice may be published on the Institute's website and such publication in conjunction with the issuing of a notice in compliance with this Bye-Law shall constitute valid notice of the business to be transacted at the relevant meeting. Any member shall be entitled by request in writing (which shall include electronic means such as email) to obtain from his Territorial Organisation or Institute Branch a printed copy

- of any such document, which shall be dispatched to him by the fastest available ordinary letter post serving his address.
30. Any notice if served by post shall be deemed to have been served upon the seventh day following that upon which the same is posted and in proving such service it shall be sufficient to prove that the notice was properly addressed to the last address of an Institute Member advised to the Institute and duly posted. Any notice served by electronic means shall be deemed to have been served 24 hours after sending provided that no notification of a failed delivery shall have been notified to the sender during that period. Any notice served by publication shall be deemed served on the seventh date following the date the publication is dispatched to Institute Members generally. The accidental omission to give notice of any meeting to any Institute Member entitled to receive notice in respect thereof shall not invalidate anything done at such meeting.
31. The quorum at the Annual General Meeting and at any Extraordinary General Meeting shall be ten Institute Members personally present and entitled to vote thereat and no business shall be transacted at any such meeting unless such quorum be present at the commencement of the meeting.
32. Every question submitted shall, unless a poll is demanded as hereinafter mentioned, be decided by a vote which shall be taken at the meeting by a show of hands. Each Institute Member present in person or by proxy at such meeting and entitled to vote shall have one vote.
33. Votes may be given either personally, by proxy, or by email or other electronic means where the Institute Member has given prior written notice that he will vote by such means except on the occasion of a postal vote when they may only be given personally. An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the form determined by the Council from time to time.
To be valid this form must be completed and received at the office of the Institute not less than 48 hours before the time appointed for the meeting and shall be available only for the

meeting named therein or for any adjournment of such meeting.

No Institute Member shall be entitled to be present or vote at any meeting on any question, either personally or by proxy, or as proxy for another member at any meeting, or upon a poll, or to be reckoned in a quorum, whilst under any financial or other liability to the Institute.

34. At all meetings, unless a poll is demanded in the manner set forth in these Bye-laws, a declaration by the Chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without any further proof of the fact thereof being necessary.
35. If at any Annual General Meeting or Extraordinary General Meeting a poll is demanded by the Chairman of the meeting or by 20 Institute Members present at such meeting it shall be taken in such a manner and at such a time within 28 days of the meeting and at such place as the Chairman of the meeting shall direct and, if the Chairman so decides, may be conducted by postal vote, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demanding of a poll at any meeting shall not prevent the continuance of such meeting for the purpose of the transaction of any business other than that in respect of which the poll was demanded. A demand for a poll may be withdrawn at any time up to that at which the poll is to be taken. The poll may be demanded on any question of adjournment.
36. The Chairman of every meeting shall in the case of an equality of votes, whether by a vote by a show of hands or on a poll, have a casting vote in addition to the vote to which the Chairman may otherwise be entitled.

MANAGEMENT

The Council shall consist of the Honorary President (if any), President, the President-elect, the Immediate Past President, the Vice-Presidents, the Honorary Solicitor (if any), the Honorary Treasurer (if any), the

Honorary Secretary (if any) and the Chairman of each Committee of the Institute appointed in accordance with Bye-law 42. These Council members shall have one vote each.

Each Territorial Organisation and Branch shall be entitled to be represented on the Council and shall have a vote or votes determined by the number of Institute Members and Members declared by the Territorial Organisation or Branch for the then current annual Capitation Fee payable to the Institute in accordance with the following scale:-

<u>Eligible members</u>	<u>Votes</u>
1 – 200	1
201 -1000	2
1001 – 3000	3
3001 – 5000	4
5001 – 10000	5
10001 – 15000	6
15001 – 20000	7
20001 -	8

In the event of an equality of votes for and against any resolution voted on by the Council the President, or the Chairman of the Meeting shall have a casting vote in addition to the vote to which that person is entitled.

Each member of the Council shall be entitled to appoint a proxy to attend and vote in their stead. A proxy must be an Institute Member. The appointment of a proxy shall not preclude a member of the Council attending and voting at a Council meeting.

Territorial Organisations or Branches may be represented at a Council meeting by a regional representative, such regions and such procedures for the appointment of regional representatives shall be determined by the Council from time

to time. The regional representative may or may not be a proxy for the Territorial Organisations or Branches in any region, but shall be an Institute Member. The appointment of a regional representative shall not preclude any Territorial Organisation or Branch attending and voting at a Council meeting.

Any instrument appointing a proxy shall be in writing and shall be lodged at the office of the Institute not less than 48 hours before the time appointed for a Council meeting

37. Any member of the Council shall *ipso facto* vacate office if such member: (a) becomes bankrupt or makes any arrangement or composition with creditors generally; or (b) by notice in writing to the Secretary resigns office; or (c) is, or may be, incapable by reason of mental disorder, illness or injury of managing and administering his own affairs or any order is made by a court having jurisdiction in matters concerning mental disorders.
38. The President or in the President's absence the President-elect or in the absence of the President-elect the senior of the Vice-Presidents present or, if there be none of such present, one of the other members of the Council shall preside at meetings of the Council. The Secretary shall at the request in writing of the President or of any five other members of the Council convene a meeting of the Council.
39. In all other respects the Council may regulate the meetings, procedure and proceedings of the Council and determine such quorum as it from time to time thinks necessary for meetings thereof provided that until some other quorum is fixed by the Council eight members personally present shall form a quorum.
40. Subject in all respects to the provisions of the Charter and of these Bye-laws, the Council shall have power to administer, manage, direct, conduct and control the property, business and affairs of the Institute and in connection therewith and for the

purposes thereof make regulations which shall be binding upon the members of the Institute and to exercise in the name and on behalf of the Institute all power, rights and authorities conferred by the Charter or these Bye-laws or by law and to do all such acts and things as may be done by the Institute.

41. The Council may appoint Committees chosen either from members of the Council or from Institute Members of any grade or grades of the Institute and may also appoint to any such Committees persons not Institute Members of the Institute whose experience, advice or services would in the opinion of the Council assist the work of any such Committees. The Council may delegate to any of its Committees any of the powers conferred on it by the Charter or by these Bye-laws or by law. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Council which may from time to time revoke all or part of any such delegation of its powers as aforesaid. Nothing contained in this Bye-law shall be construed as preventing the Council from dealing with any powers delegated as aforesaid or depriving the Council of powers conferred on it as hereinbefore mentioned.

42.

TERRITORIAL ORGANISATIONS AND BRANCHES

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- (1) Where in any country or region of the world there is an organisation comprising Institute Members (whether constituted as a company or association, society or any other legal entity) and provided that the Council is satisfied that:- (a) membership of such organisation is open only to persons who are Institute Members, Members or Affiliates; and (b) there is no other Institute organisation (whether a company, association, society or any other legal entity in the country or region in question); the Council may recognise such

organisation as a Territorial Organisation for the purposes of these Bye-laws.

- (2) Where, in a country or region Institute Members, Members or Affiliates of the Institute reside in such numbers that it appears to the Council that the interests of such members should be independently represented on the Council, the Council may agree that a body, open only to Institute Members, or Members or Affiliates of the Institute and being the only such body in that country, may be constituted and when so constituted the Council may recognise such body (however designated) as an Institute Branch for the purposes of these Bye-laws.
- (3) There shall be maintained a register of the Institute in which particulars of Territorial Organisations and Institute Branches shall be kept in such manner as the Council may from time to time determine. Each Territorial Governing Body and Institute Branch shall forthwith upon request provide to the Secretary a correct list of the names and addresses of Institute Members, Members and Affiliates within its Territorial Organisation or Institute Branch.

44. Subject to the exceptions specified at (i) to (v) below, a Territorial Governing Body shall be entitled to exercise as delegate all the powers, rights and responsibilities of the Council prescribed in these Bye-laws in respect of the conduct of the affairs of the Institute in the territory for which its Territorial Organisation is established including, for the avoidance of doubt:- (a) the election of Institute Members and Members and appointment of Affiliates pursuant to these Bye-laws; and (b) the powers prescribed in Bye-laws 15, 16, 17, 18 and 22 in respect to Institute Members, Members and Affiliates in the relevant territory. The exceptions referred to above are (i) the setting, regulation and monitoring of professional standards for Institute Membership and Membership of the Institute; (ii) determination of capitation fees to be contributed from time to time by the Territorial

Organisations and Institute Branches; (iii) the exercise of the power to make, revoke, amend or add to any Bye-law conferred on the Council by Article 7 of the Charter; (iv) the exercise of powers to (a) recognise a Territorial Organisation pursuant to Bye-law 43 and (b) withdraw recognition of a Territorial Organisation pursuant to Bye-law 47; and (v) the election of Honorary Chartered Fellows pursuant to Bye-law 10.

45. A Territorial Governing Body or Institute Branch shall advise promptly to the Secretary particulars of each person elected a member and remit promptly when due to the Secretary the capitation fee determined by the Council from time to time to be payable in respect of all members in the Territorial Organisation or Institute Branch.

46. In the conduct of its affairs and the exercise of the powers, rights and responsibilities described in Bye-law 44, a Territorial Organisation shall have regard to the Charter of the Institute and to the objects of the Institute therein stated and, unless and to the extent only that any particular provision of the Charter or Bye-laws is contrary to applicable law in the relevant territory, shall incorporate within its constitution provisions which are consistent with the Charter and Bye-laws. Subject as aforesaid a Territorial Organisation shall not act in any manner which is contrary or inconsistent with the Charter or these Bye-laws or, in the reasonable opinion of the Council, will, or is likely to, bring the Institute into disrepute.

47. In the event that the Council determines that a Territorial Organisation has failed to comply with the provisions of these Bye-laws the Council may give notice in writing specifying such failure to the Territorial Governing Body of such Territorial Organisation to the effect that if such failure, if capable of remedy, is not remedied within three months (or such greater period as the Council may determine) the Council shall withdraw recognition of such Territorial Organisation. If the Territorial Organisation fails to comply with the requirements of such notice or such failure is incapable of remedy, the Council may resolve to withdraw recognition of

and revoke the delegation of powers to that Territorial Organisation which withdrawal and revocation shall have immediate effect upon the passing of such resolution unless such resolution specifies some later date upon which it shall take effect. Forthwith upon notice of the passing of such resolution a Territorial Governing Body shall (i) take all steps as are necessary to advise all members within its territory that recognition of the Territorial Organisation has been withdrawn; (ii) deliver forthwith to the Council a copy of the current register of members in the territory; (iii) cease to hold itself out as the delegate of the Council and (iv) cease to use the expression "Chartered Institute of Logistics and Transport" or any phrase which implies a relationship with the Institute's Charter or is likely to be confused with the Institute, in its business name. The Territorial Governing Body shall remain liable to the Institute for all monies due to the Institute in respect of any capitation fees or other services rendered to the Territorial Organisation by the Institute.

48. An Institute Branch shall exercise only such powers as the Council shall delegate to it from time to time and shall in the exercise of those powers conform to any regulations that may be imposed upon it by the Council. The Council may revoke from time to time all or any part of such delegation of its powers whereupon an Institute Branch shall cease forthwith to exercise such powers and shall advise members affiliated with such Institute Branch accordingly.

FINANCE

49

(1) The Council shall appoint an appropriate person to receive all sums of money due or payable to the Institute and shall disperse all sums due from or payable by the Institute. The Council shall keep or cause to be kept a proper account of the receipts and expenditure of the Institute and of matters in respect of which such receipts and expenditure take place and all

of the assets and liabilities of the Institute, in books to be provided for that purpose, and shall produce the books of account when required.

- (2) Cheques on the Institute's bank accounts shall be signed in such manner as shall be determined by the Council from time to time.
- (3) All sums of money not immediately required for the business of the Institute shall, from time to time, be deposited in a Bank or otherwise invested in such investments, securities, or property of whatsoever nature and wheresoever situated as the Council shall direct. The administration of the aforesaid investment, securities or property shall be as the Council shall direct. The Council may at its discretion realise or vary such investments, securities or property. In the case of any charitable trust of the Institute in existence from time to time, investment shall be made in accordance with the requirements of regulations applicable to trustee investment in the United Kingdom for the time being in force.
- (4) The Council may, on such basis it deems to be appropriate from time to time, authorise the payment of expenses of members when engaged on the business of the Institute.
- (5) The Institute's accounts in respect of each financial year shall be duly audited by the Auditor of the Institute and an abstract thereof shall be printed and published, together with the notice of the Annual General Meeting. As provided in Bye-law 26, auditors shall be appointed at the Annual General Meeting but the Council shall have the power to fill any casual vacancy in the office of Auditor and determine the remuneration thereof.
- (6) The Council may appoint one of its members to act as Honorary Treasurer and distributor of such benevolent funds as may be contributed by members and others,

and may contribute to such funds out of the monies of the Institute.

GENERAL

50. The Council may arrange for the publication of such information, statistics, papers, documents and other matters as may be considered by them to be likely to promote all or any of the objects of the Institute.
51. The Institute shall have the property in the copyright of any paper presented to the Institute and read or published or accepted for reading or publication whether in full or in abstract either by or before the Institute or any Institute Branch and the Council may deal with such rights and property as they think fit.
52. The Council may arrange with any society which has objects akin to those of the Institute and prohibits the distribution of its income and property amongst its members, for the association, federation, union, or alliance with, or the amalgamation or incorporation of such society or part thereof in, the Institute and do all such things as may be necessary for carrying the same into effect.
53. Each member of the Council shall be accountable in respect of such member's acts only and shall not be accountable for any acts done or authorised to which such member shall not have expressly assented.
54. Each member of the Council and any other person acting under the authority of the Council and employees of the Institute shall be indemnified out of the funds and property of the Institute from and against any costs, damages, loss or expenses which such member shall incur by reason of accepting office or acting in execution of the duties or powers imposed upon or given such member by the Charter or Bye-laws, or by reason of any act, matter or thing done, authorised, or suffered by such member in good faith for the benefit of the Institute although in excess of such member or the Council's legal power.

55. The Council shall provide for the safe custody of the Common Seal of the Institute which shall never be used except by authority of the Council previously given in the presence of one member of the Council at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person duly authorised by the Council.
56. Subject to the provisions of the Charter at any time and from time to time new Bye-laws may be made and these Bye-laws or any of them may be altered, added to or repealed by resolution of an Extraordinary General Meeting.