



*Dear fellow Member,*

It is proposed to make a number of changes to the Bye-Laws following the recent Governance Review. Once endorsed by the Chartered Membership of CILT, the proposed changes will be submitted to the Privy Council for final approval.

### **Background to the Changes**

The Governance Review was endorsed by the International Council in Mauritius and has proceeded under the leadership of International Vice President Steve Rinsler FCILT. Steve and his team, including the Honorary Solicitor Rupert Nichols FCILT, have gone back to Royal Charter and to the new UK Charities Act to ensure that the future structure of CILT is appropriate and that the tasks and responsibilities required under the Royal Charter are managed in a structured way.

This action is necessary to ensure adequate governance and uniform understanding by all stakeholders in regard the “rules and regulations” governing CILT.

CILT is a charitable body incorporated by Royal Charter in the United Kingdom. The principal objective of CILT, as specified in the Royal Charter, is “*To promote and encourage the art and science of logistics and transport*”. The Institute achieves this objective through education and professional development and the provision of knowledge and networking opportunities.

The Royal Charter provides for the responsibilities for management of the Institute to be entrusted to “the Council”. Under the new English Charities law the members of Council constitute the *charitable trustees*, who are personally responsible for ensuring the governance of the Institute is designed to meet the charitable aims as specified in English Charities laws and must comply with English Trustees legislation.

### **Council of Trustees**

The Trustees, as proposed in the new Bye Laws, will include: the International President, who chairs the Council of Trustees, the President Elect, the Chairman of the International Management Committee, the Honorary Treasurer, the Honorary Solicitor and two UK-resident International Vice Presidents. As charity trustees they are required to be familiar with Charities law, to receive training in their duties and be accountable to the Charity Commission for compliance by the Institute with its legal obligations.

### **The International Council**

The Council of Trustees will delegate the responsibility of determining strategy and the setting of standards to the International Council. The International Council is also responsible for the nomination of the President Elect, the International Vice Presidents, the Honorary Secretary, Honorary Treasurer and Honorary Solicitor.

The International Council will consist of the Trustees, the International Vice-presidents and representatives from each Territorial Organisation and Institute Branch. The International Council will be chaired by the International President. Voting will be in accordance with the Bye Laws.



### International Management Committee

The International Management Committee (“IMC”) will be responsible for the day-to-day running of the Institute and for the development of opportunities as endorsed by the International Council.

The IMC will also be responsible to ensure that the standards endorsed by the International Council are adhered to. The proposed changes to the Bye Law include the establishment of an **International Audit Committee** responsible to the IMC

The IMC will include: the International President, the President Elect, the International Vice-Presidents, the Trustees and the Secretary-General (CEO). The IMC will be chaired by an International Vice-President nominated by the President.

### International Vice Presidents

The International Vice-Presidents will report directly to the President and will be responsible on two bases: as the direct representative and advisor to countries within the region; and, to undertake the management of particular functions, as nominated by the President.

### Summary

The proposed changes to the Bye Laws will ensure clearer lines of responsibilities and accountability in the management of CILT. Moreover, the changes will ensure a clearer understanding of the responsibilities of Member countries directly in accordance with the Royal Charter, the Trustees Act and the Charities Acts.

Importantly, the Bye Law changes will provide for regional representation under the guidance of International Vice-Presidents as a means of ensuring that all Member countries have the opportunity for full consultation and involvement in all matters affecting our stakeholders.

I commend the proposed Bye Law changes to you.

Len Harper FCILT  
*International President*  
**Chartered Institute of Logistics & Transport**  
January 2010

The “New Bye-laws 2010” for the CILT which can be downloaded from the Institute’s web-site at <http://www.ciltinternational.org/web/downloads/newbyelaws2010draft.pdf>

Explanatory Notes from the Honorary Solicitor are published on the web-site at <http://www.ciltinternational.org/web/downloads/egmexplanatory.pdf>

For comparative purposes the existing Bye-laws can be viewed at <http://www.ciltinternational.org/web/downloads/currentbyelaws.pdf>