



The Chartered
Institute of Logistics
and Transport



The Chartered
Institute of Logistics
and Transport

The Chartered Institute of Logistics & Transport Ireland

“To Advance and Promote the Science and Art of Logistics and Transport”

CILT GOVERNANCE HANDBOOK

August 2015

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1. PREAMBLE

In the first half of 2008, the President and Council of the Institute in Ireland decided to undertake a review of governance practices of the Institute and its constituent committees.

An ad hoc committee working with external professional support was asked to document existing custom and practice, to benchmark against best practice in similar bodies and to make recommendations to the Irish Council for any changes that might be required (having regard, inter alia, to forthcoming legislation regulating charities) to the rules relating to the day to day work of the Irish Council, or indeed to the governing Deed of Trust. This resulted in the first Governance Handbook approved in March 2009. In September 2010 the Handbook was revised following an amendment to the Deed of Trust.

In 2011 the Council agreed upon a change to the structure of the Institute of Ireland necessitating a complete review of this Governance Handbook. The first phase of this review was completed in early 2012. Subsequent developments, including the expected early establishment of a Charities Regulator under the Charities Act 2009, resulted in further amendments and additions to the Handbook.

The provisions of this Handbook are derived from the Rules set out in the Institute's Deed of Trust annexed to this Handbook at Annex 1, augmented by best practice on corporate governance and ethical conduct relating to charities. If any provision of the Handbook is inconsistent with the Deed of Trust or the Rules appended thereto, the Deed of Trust and the Rules will prevail.

The text of this Handbook was approved by the Irish Council on 14 April 2014. Amendments to the Deed of Trust and the Rules appended thereto were approved by an Extraordinary General Meeting on 25 June 2014. The revised Governance Handbook was promulgated to Members in October 2014, following the required approval by the Revenue Commissioners of the amendments to the Deed of Trust.

The Irish Council approved a number of amendments to the Handbook arising from its 2015 governance review and they are incorporated in the current text.

2. DEFINITIONS

In this Handbook the following words and expressions shall have the meanings hereby assigned to them, save where the context otherwise requires:

The “Irish Council” means the Council elected by the Chartered Institute of Logistics and Transport in Ireland.

“Trustees” has the meaning assigned in Rule 8 of the Rules of the Chartered Institute of Logistics and Transport in Ireland set forth in the Deed of Trust.

“Committees” is a generic term to cover the Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups.

“Management Committee” has the meaning assigned in Section 7.1.

The “Institute” means the Chartered Institute of Logistics and Transport.

The “Institute in Ireland” means the Chartered Institute of Logistics and Transport in Ireland.

“Member” means a person who has been elected to and is a member of the Institute in Ireland.

“Secretary” means the secretary to the Irish Council as elected by the Irish Council.

3. GOVERNANCE PRINCIPLES AND PROCEDURES

3.1 The authority of the Trustees and the Irish Council is derived from:

- the Royal Charter as issued to the Institute of Transport in 1922 and amended in 1972 and 2001,
- the Bye Laws of the Institute, revised and approved 2010,
- the provisions of the Deed of Trust (21st May 2007 and as amended and annexed in this Handbook at Annex 1), and
- the provisions of this document as approved by the Irish Council and kept under periodic review.

3.2 The Irish Council shall meet regularly, retain full and effective control over the Institute in Ireland and monitor its executive management and performance.

3.3 The Institute in Ireland shall at all times protect the principle of the collective responsibility and authority of the Irish Council as a body corporate. It will act to prevent individual Members from exercising excessive influence on Irish Council decision-making, while allowing members of the Irish Council every opportunity to contribute fully to its deliberations.

3.4 For the avoidance of doubt, the management of the Institute in Ireland rests with the Irish Council under the obligations set out in the Deed of Trust. Acting as a corporate body, the Irish Council shall conduct its business in accordance with the governance procedures and the Standing Orders set out in the Annexes to this Governance Handbook. The primary role of the Irish Council in plenary session shall be to decide matters of policy, finance and procedure, to undertake analysis and review of the various activities of the Institute in Ireland and to consider recommendations from Committees or other bodies with regard to the work of the Institute in Ireland.

3.5 This Governance Handbook has been approved by Irish Council and shall be distributed to all members of the Institute in Ireland by email (or by post where a Member so requests). A copy of the Handbook shall also be maintained in the Members' only section of the Institute in Ireland website. Every Member and staff of the Institute in Ireland shall respect the confidentiality of the Irish Council's business and uphold the principles set out in this Handbook.

4. SCHEDULE OF RESERVED FUNCTIONS

4.1 The Irish Council has approved, and may from time to time amend, a schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Institute in Ireland is firmly in its own hands. The Schedule of Reserved Functions is set out below:

a) Appoint, remunerate and assess the performance of the Chief Executive Officer.

The Irish Council shall be responsible for, and shall determine, the processes whereby it recruits a Chief Executive Officer (“CEO”), sets his/her job description, determines the terms of his/her contract, decides his/her work priorities, sets his/her key performance indicators and reviews his/her performance. The President shall be responsible for the performance review of the CEO, and shall report any performance concerns to the Management Committee and the Irish Council. The appointment of other staff shall be carried out in accordance with the Recruitment Policy (annexed to this Handbook at Annex 2).

If the CEO resigns or is unable to perform his/her functions for a prolonged period due to illness or other cause, the Council shall appoint the Deputy CEO to be Acting CEO, or where there is no Deputy CEO or he/she is unable or unwilling to act, the Council shall appoint a suitable person to be Acting CEO, pending the filling of the vacancy or the return of the existing CEO.

b) Agree strategy and implementation plans.

The Irish Council shall agree strategic priorities, and the terms of strategy and implementation plans prepared by Committees, to deliver these.

c) Agree budgets annually and monitor their implementation

The Irish Council shall adopt a budget each year and monitor compliance with its provisions through supervision by the Management Committee.

d) Monitor operational systems and standards

The Irish Council shall review annually the effectiveness of the Institute in Ireland's systems of internal control, including financial, operational and compliance controls and risk management, and shall update annually the register of legal and other responsibilities annexed to this Handbook at Annex 3 and shall report thereon in its Annual Report. Such reviews shall be completed by end of March annually. The Irish Council shall ensure that procedures are in place for maintaining an appropriate relationship with the Institute in Ireland's external auditors, and for complying as relevant with the requirements of Irish and European Union law.

e) Approve annual reports and financial statements

The Irish Council shall approve the annual report and financial statements, prior to publication and following review by the Management Committee and the Trustees.

f) Approve the terms of major contracts

The terms of all contracts and leases with an annual value in excess of €10,000 shall be submitted to the Irish Council for prior approval having first been recommended by the Management Committee.

It shall not be necessary to obtain approval for any contract or lease which has previously been approved by the Irish Council as part of the annual budget for the Institute in Ireland.

g) Delegate authority to the Chief Executive Officer

Save where it specifically decides otherwise, the Irish Council shall delegate authority to the CEO to perform the functions and be responsible for the accountabilities set out in his/her contract, and shall require him/her to report regularly to it on all major heads of activity. Between meetings, the CEO shall normally report to the President and the Management Committee.

h) Section Committees

The Irish Council shall establish Section Committees in each of the following regions: East, South and West. The Section Committees are governed by and shall operate in accordance with the Regulations for Sections as laid down by the Royal Charter and Bye-Laws and which are annexed to this Handbook at Annex 4.

i) Control of Bank Accounts

The Management Committee shall decide the limits in respect of payments made from the bank accounts of the Institute in Ireland, whether by cheque, direct debit, electronic transfer of funds or otherwise, and shall specify the number of signatures

required for specific limits. The names of the signatories and the limits agreed by the Management Committee shall be subject to approval by the Irish Council.

5. CODE OF CONDUCT, DISCLOSURE OF INTERESTS BY MEMBERS OF THE IRISH COUNCIL

5.1 Members will uphold and support the Code of Conduct

Members of the Irish Council shall at all times uphold and support the code of conduct of the Institute in Ireland which is annexed to this Handbook at Annex 5.

5.2 Exclusion from Membership of Irish Council.

A person who receives payment in respect of goods or services provided to the Institute in Ireland, or provided to a third party who has a contract or partnership agreement with the Institute, shall not be a member of the Irish Council. Section 55 of the Charities Act disqualifies certain categories of persons from acting as directors of charities (see Annex 5 for further details).

5.3 Members will declare all direct interests

On appointment to the Irish Council, each member is required to furnish to the Secretary, using the form provided, annexed to this Handbook at Annex 6, details relating to his/her interests and those of his/her immediate family, including business interests and professional or competitive relationships, and to furnish an immediate update as soon as any material change arises.

5.4 Members will absent themselves from discussions and decisions about matters in which they have an interest.

A member shall absent himself/herself when the Irish Council is deliberating or deciding on matters in which that member or a member of his/her immediate family has an interest. Where a question arises as to whether or not a case relates to the interests of a member or a person connected with that member, the Irish Council shall determine the question.

6. STANDING ORDERS

The Trustees, the Irish Council, the Management Committee and Standing Committees of the Institute in Ireland have set procedures to be followed at their meetings (and exceptionally when decisions are required between meetings) in the form of Standing Orders which are annexed to this Handbook at Annexes 9-17. A general review of the Handbook should be carried out on a five yearly basis.

7. MANAGEMENT COMMITTEE

1.1.1 7.1 The Management Committee is a Committee of the Irish Council and has authority, between meetings of the Council and subject to any **prior** directions the Council may give, to make decisions on all matters relating to the Institute in Ireland other than those matters reserved to the Council, General Meeting or Trustees by law or under the Deed of Trust or Rules of the Institute in Ireland.

7.2 The Irish Council shall establish and delegate authority to a Management Committee to:

- a) Conduct the routine business of the Institute in Ireland;
- b) Oversee the preparation of the annual budget and submit it to the Irish Council for approval;
- c) Regularly review and monitor the financial affairs of the Institute in Ireland, including performance against the budget approved by the Irish Council;
- d) Recommend for Irish Council approval the controls in respect of payments from the bank accounts of the Institute in Ireland;
- e) Review the draft annual report and accounts before submission to the Irish Council for approval;
- f) Oversee the establishment of a risk management system for the Institute in Ireland and submit it to the Irish Council for approval;
- g) Regularly review and monitor the implementation and updating of the risk management system, reporting to the Irish Council at least twice a year;
- h) Consider the register of legal and other responsibilities at Annex 2 and report to the Irish Council thereon in advance of its annual review;
- i) Review, and if appropriate, recommend to the Irish Council the approval of any contract or lease with an annual value in excess of €10,000;
- j) Facilitate the efficient dispatch of business at meetings of the Irish Council by undertaking such preparatory work as it considers appropriate on items to be placed on the Council agenda;

- k) Regularly review the implementation of Irish Council decisions and report to the Council thereon;
- l) Consider proposals from Standing Committees, Section Committees or Ad Hoc Working Groups which have actual or potential financial, staffing or other implications for the Institute in Ireland and submit its views thereon to the Irish Council;
- m) Make submissions or recommendations to the Irish Council on any matter relating to the Institute in Ireland, including matters reserved to the Council by law or by or under the Deed of Trust or the Rules appended thereto;
- n) Submit a written report to the Irish Council on its current activities in good time to enable its circulation not less than seven days before the relevant Council meeting and submit such other reports in relation to the performance of its functions as it considers appropriate or the Council requests;
- o) Consider the draft Business Plan prepared by the Business Development Committee and submit its views thereon to the Irish Council.

1.1.2 7.3 The composition of the Management Committee is:

- The President,
- The Vice President (Chairperson),
- The immediate Past President,
- The Financial Officer,
- The Education and Training Officer.

1.1.3 7.4 The Management Committee shall at all times operate in accordance with the procedures set out in the

1.1.4 Management Committee Standing Order at Annex 11.

8. **STANDING COMMITTEES**

8.1 *General*

1.1.5 The first of the two main objectives of the Institute in Ireland based on the Royal Charter and as laid down in the Deed of Trust of the Institute in Ireland is:

“To promote encourage and co-ordinate the study, planning and advancement of the science and art of logistics and transport in all their branches; to initiate, foster and

maintain investigation and research into the best means and methods of achieving the most satisfactory solutions 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 questions connected therewith and to assist and further in all practicable ways the development and improvement of logistics and transport in the best interests of the community.” .

1.1.6 A further subsidiary objective is:

“To play an active and influential part in shaping logistics and transport policies”.

1.1.7 In order to fulfil specific elements of these objectives the Irish Council has established five Standing Committees. The names of these Standing Committees may change as appropriate to the requirements of the Institute in Ireland each year. The names of these Standing Committees are:

- The Policy Committee,
- The Education and Training Committee,
- The Business Development Committee,
- The Membership Development Committee,
- The Audit Committee.

The Irish Council may vary the number and functions of the Standing Committees from time to time to reflect the changing priorities of the Institute in Ireland. Where it does so, it shall agree a written mandate and specific Standing Orders for each Committee in the form of an amendment to this Governance Handbook.

The Irish Council shall delegate to the Audit Committee the functions specified in paragraph 8.6 below and in Annex 17: Standing Orders for Audit Committee. The Irish Council may make a decision to delegate specified functions to a Standing Committee subject to such conditions and restrictions as it considers appropriate and may revoke or amend such a delegation decision. Nothing in the general or specific Standing Orders applicable to Standing Committees constitutes a delegation decision.

1.1.8 Each Standing Committee shall operate at all times in accordance with the general Standing Orders at Annex 12 and in accordance with the specific Standing Orders applicable to that Standing Committee contained in the Annexes

8.2 *Role and Standing Orders of the Policy Committee*

1.1.9 The role of the Policy Committee is to:

- Identify policy and research topics;
- Prepare policy documents for approval by the Irish Council and widely promulgate approved policy;
- Conduct, commission or support research relevant to the mission of the Institute in Ireland;
- Maintain an active dialogue with Government and public bodies and co-operate with educational, research and other professional bodies in respect of relevant policy and research matters; and
- Keep Members informed of developments in policy and research relevant to logistics and transport.

1.1.10 Bearing in mind the often conflicting interests of different branches of the logistics and transport industry, the guiding principles to be followed by the Policy Committee are, with the upmost integrity and professionalism, to produce policy documents based on a robust analysis which espouse sustainability, economy, efficiency, competitiveness, ease of entry to business, safety, openness, fairness and best practice.

1.1.11 The Policy Committee shall operate at all times in accordance with the Standing Orders for Standing Committees at Annex 12 and the Policy Committee Standing Orders at Annex 13.

8.3 *Role and Standing Orders of Education and Training Committee*

1.1.12 The role of the Education and Training Committee is to:

- Advance professionalism in the logistics and transport industry by promoting the development of education and training in the sector, using both conventional methods and e-learning;
- Oversee the provision by, or on behalf of, the Institute in Ireland of educational programmes leading to professional qualifications;
- Co-ordinate and oversee the training and educational activities of the Institute in Ireland, including the oversight and quality-assurance of the examinations which the Institute in Ireland may run on behalf of Government Departments and public bodies, and the development of new programmes on its own initiative or in collaboration with other bodies in line with industry, national and EU requirements;
- Promote the continuing professional development of Members.

1.1.13 The Education and Training Committee shall operate at all times in accordance with the Standing Orders for Standing Committees at Annex 12 and the Standing Orders for the Education and Training Committee at Annex 14.

8.4 *Role and Standing Orders of Business Development Committee*

1.1.14 The role of the Business Development Committee is to:

- co-ordinate the preparation of a Business Plan for the Institute in Ireland;
- Oversee and co-ordinate the work of the Institute in Ireland and Section Committees in organising and promoting a broad range of events for Members and prospective members (including conferences, seminars, technical visits, papers on logistics and transport topics and social events) which give practical expression to the objectives of the Institute in Ireland;
- Oversee the implementation of an effective marketing programme to promote the reputation and relevance of the Institute in Ireland to its own Members, public and private bodies and the general public.

1.1.15 The Business Development Committee shall operate at all times in accordance with the Standing Orders at Annex 12 and the Standing Orders on Events and Marketing Committee at Annex 15.

8.5 *Role and Standing Orders of the Membership Development Committee*

1.1.16 The role of the Membership Development Committee is to:

- Assess applications for membership of the Institute in Ireland and make recommendations to the Irish Council based on established guidelines as to the appropriate level of membership to be offered;
- Increase membership and ensure that the Institute in Ireland is well represented in all segments of the logistics and transport industry;
- Canvas and represent the interests of existing Members and ensure as far as possible that they remain Members.

1.1.17 The Membership Development Committee shall operate at all times in accordance with the Standing Order for Standing Committees at Annex 12 and the Standing Orders for the Membership Committee at Annex 16.

1.1.18 A Women in Logistics and Transport (WILAT) Group, A Young Professionals Group and such Special Interest Groups as the Irish Council considers appropriate shall be established by the Institute in Ireland under the general oversight of the Membership Development Committee. The purpose of these Groups shall be to provide a forum for specific sectors of the Institute in Ireland's membership and to represent the interests of their sector within the Institute and externally. The Membership Development Committee shall co-ordinate the submission of budgetary and other resourcing requests on behalf of these Groups. Standing Committees, Section Committees and Ad Hoc Working Groups shall take account of the views of these Groups in the performance of their functions.

8.6 *Role and Standing Orders of the Audit Committee*

The role of the Audit Committee is to ensure that the Trustees, members of the Irish Council, the Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups and Members are conducting the business of the Institute in Ireland in accordance with the Deed of Trust and the Rules appended thereto, the Governance Handbook and governance best practice. Greater detail on its functions is provided in Annex 17.

The Audit Committee shall be independent in the performance of its functions.

The Audit Committee shall operate at all times in accordance with the Standing Orders for Standing Committees at Annex 12 and the Standing Orders for the Audit Committee at Annex 17.

8.7 *Ad Hoc Working Groups*

The Irish Council may establish one or more Ad Hoc Working Groups. Each Working Group shall be established for a specific and clearly defined purpose and for a specific period of time. At the end of that period the Working Group shall cease

to exist unless the Council has taken prior decision to extend its mandate for a further specified period.

The Irish Council may make a decision to delegate specified functions to an Ad Hoc Working Group subject to such conditions and restrictions as it considers appropriate and may revoke or amend such a delegation decision.

The Standing Orders for Standing Committees at Annex 12 shall apply, mutatis mutandis, to each Working Group as if it were a Standing Committee.

8.8 Meetings of Chairpersons

The President may convene a meeting of the Chairpersons of Committees from time to time to co-ordinate their activities, promote a sharing of information on their respective functions, resolve boundary issues and discuss such other matters as are considered appropriate. The President shall chair these meetings and arrange for the submission of a written report to the Irish Council on each

meeting in good time to enable its circulation not less than seven days before the relevant meeting of the Irish Council.9. **ANNEXES**

ANNEX 1 DEED OF TRUST

THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT IN IRELAND

DEED OF TRUST

THIS INDENTURE made the twenty-first day of May Two Thousand and Seven **BETWEEN** Dermot Walsh (President of the Chartered Institute of Logistics and Transport), William Lilley (Vice President of the Chartered Institute of Logistics and Transport) herein after called the Council's representatives of the one Part and Kevin Byrne (Former President and Member of the Chartered Institute of Logistics and Transport) of the other Part

WHEREAS by Deed of Trust dated the 11th day of October One Thousand, Nine Hundred and Eighty Three made between J.F. Mulhall and C.P. Halpin of the One Part and R.J. Kelly and M.I. Coleman of the Other Part, the objectives of The Chartered Institute of Transport in Ireland were defined and its Rules verified and identified.

AND WHEREAS at an Extraordinary General Meeting of The Chartered Institute of Transport in Ireland held at Dublin on the twenty eight day of November Two Thousand and One, it was adopted that the name of the Institute be changed to The Chartered Institute of Logistics and Transport in Ireland and that new objectives be defined and new Rules be identified and verified.

AND WHEREAS the said General Meeting of The Chartered Institute of Transport in Ireland and the Council have appointed the Members' Representatives and the Council's Representatives above named to execute this Deed on their behalf respectively for defining the objectives of The Chartered Institute of Logistics and Transport in Ireland and identifying and verifying the Rules set out below.

AND WHEREAS at an Extraordinary General Meeting of The Chartered Institute of Logistics and Transport in Ireland held at Dublin on the nineteenth day of January Two Thousand and Six, it was agreed (a) that Rule 2 be amended to define the Council as having up to 21 members of whom a maximum of 10 shall be elected by the general membership;

(b) the titles of the officers were amended (removing the term "Honorary");

(c) Rule 4 is modified to give the Chairman a casting vote in the case of a tie;

(d) Rule 5 is amended to allow Members to be notified of an EGM by e-mail and the quorum for an EGM shall be a minimum of 10 Members

AND WHEREAS at an Annual General Meeting of The Chartered Institute of Logistics and Transport in Ireland held at Dublin on the twenty first day of May Two Thousand and Seven, it was agreed that Clause 8 titled "Trustees" and consisting of 8 subclauses shall be added to the Rules.

AND WHEREAS at an Annual General Meeting of the Chartered Institute of Logistics and Transport in Ireland held at Dublin on the twenty third day of September Two Thousand and Ten, it was agreed to amend Clause 4 (f) (i) to allow us to accept members into our Institute who are not resident in the Republic of Ireland.

AND WHEREAS at an Extraordinary General Meeting of the Chartered Institute of Logistics and Transport held at Dublin on the twenty fifth day of June Two Thousand and Fourteen, it was agreed to further amend this Deed of Trust and the Rules.

NOW THIS INDENTURE WITNESSETH that the parties hereto do hereby agree on behalf of the Members of The Chartered Institute of Logistics and Transport in Ireland and the Council thereof as follows: -

1. Expressions used herein shall have the meanings assigned to them by the Rules;
2. The main objects of the Chartered Institute of Logistics & Transport in Ireland are:
 - (1) to promote encourage and co-ordinate the study, planning and advancement of the science and art of logistics and transport in all their branches; to initiate, foster and maintain investigation and research into the best means and methods of achieving the most satisfactory solutions 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 questions connected therewith and to assist and further in all practicable ways the development and improvement of logistics and transport in the best interests of the community.

For these purposes “logistics” means logistics in the widest sense of the term and shall, without prejudice to the generality of the foregoing, include the management of the entire supply chain in relation to industry, trade and commerce, and in national and local government, public enterprise, agriculture and institutions of every kind and the word “transport” shall mean transport in the widest sense of the term and shall, without prejudice to the generality of the foregoing, include the movement of goods and people by air, sea and land encompassing the administration, management, planning, conduct and operation of any of the foregoing.
 - (2) to provide an educational programme and training for examinations leading to a professional qualification.
3. In furtherance of the foregoing main objectives, the Institute shall have the following subsidiary objectives:
 - (1) to co-operate with the educational sector and other professional institutions with a view to maximum mutual assistance for the benefit of all concerned;
 - (2) to promote or hold regular meetings of those interested in logistics and transport for the purpose of presenting papers, holding conferences, visiting installations or institutions of interest and other professional activities;
 - (3) to keep all members well informed on logistics and transport developments;
 - (4) to play an active and influential part in shaping logistics and transport policies.
4. The affairs of the Chartered Institute of Logistics and Transport in Ireland shall be governed by the Irish Council in accordance with the Charter, Bye-Laws and

Regulations of the Chartered Institute of Logistics and Transport and in particular it shall be the function of the Irish Council -

- (a) to deal with matters affecting or concerning or likely to affect or concern the Sections generally or the members of the Institute in Ireland.
- (b) to deal with matters affecting or concerning or likely to affect or concern more than one Section.
- (c) to sanction the creation, suspension or dissolution of a Section or Sections.
- (d) to sanction the title, and area of jurisdiction of any Section and the allocation, addition to and exclusion from such areas.
- (e) to ratify from time to time Rules for the constitution and management of Sections or of the Irish Council or the amendment, additions or deletions in respect of the same.
- (f) to ratify -
 - (i) elections as Fellows, Members or other grades of membership as may be agreed by Council from time to time of persons and advancements between such classes.
 - (ii) removals from membership.
 - (iii) erasure from the roll of the Institute of the name of any members whose annual subscription and other sums due to the Institute or Section are in arrears.
- (g) to determine the subscription payable by members having regard to class of membership, age and place of residence.
- (h) to approve the educational institutions in the Republic of Ireland whose teaching and examinations in the subjects of the Institute are acceptable in lieu of the Institute examinations.
- (i) to appoint persons who are of a standard approved by the Council and are in the opinion of the Irish Council competent to prescribe and mark questions for examination of the candidates who are students at approved educational institutions.
- (j) to adapt the Institute syllabus to conditions in the Republic of Ireland.
- (k) to publish or sponsor the publication of an Irish Journal.
- (l) to promote and facilitate the interchange of information between Sections.
- (m) to do all such other things as are incidental or conducive to the attainment of the above main objects.

Without prejudice to its overall responsibility for the governance of the Institute in Ireland, the Irish Council may delegate the performance of any function to a Management Committee, Standing Committee, Section Committee or Ad Hoc Working Group subject to such conditions and restrictions as it considers appropriate.

5. The income and property of the Institute shall be applied solely towards the promotion of its main object(s) as set forth in this Deed of Trust. No portion of the Institute's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute. No Trustee shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute. However, nothing shall prevent any payment in good faith by the Institute of:
 - a) reasonable and proper remuneration to any Member or employee of the Institute (not being a Trustee) for any services rendered to the Institute;
 - b) interest at a rate not exceeding 5% per annum on money lent by Trustees or other members of the Institute to the Institute;
 - c) reasonable and proper rent for premises demised and let by any member of the Institute (including any Trustee) to the Institute;
 - d) reasonable and proper out-of-pocket expenses incurred by any Trustee in connection with their attendance to any matter affecting the Institute;
 - e) fees, remuneration or other benefit in money or money's worth to any Company of which a Trustee may be a member holding not more than one hundredth part of the issued capital of such Company.
6. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the trustees. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Institute. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the trust under or by virtue of Clause 5 hereof. Members of the Institute shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.
7. No addition, alteration or amendment shall be made to or in the provisions of this Deed of Trust for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
9. The following are the Rules of the Chartered Institute of Logistics & Transport in Ireland as adopted by a general meeting of the same:

RULES

1. In these Rules the following words and expressions shall have the meanings hereby assigned to them unless there is something in the subject matter or context repugnant to such construction:

“The Institute” means the Chartered Institute of Logistics and Transport.

“The Institute in Ireland” means the members of the Institute residing in the Republic of Ireland.

“The Irish Council” means the Council elected by the Institute in Ireland.

“Sections” means any division of the Institute in Ireland designated to be a Section by the Irish Council.

“Member” means a person who has been elected and is a member of the Institute.

“Corporate Member” is a Chartered Fellow or a Chartered Member.

Save where explicitly provided otherwise or required by law, where a notice or a document is required to be sent under these Rules or otherwise it may be sent (i) by delivering it personally or (ii) by sending it prepaid through the post or (iii) by sending it by email or other electronic means. Where a person requests in writing that he or she be sent any notice or document prepaid through the post, the Institute in Ireland shall comply with that request.

Any notice or document sent prepaid by post shall be deemed to have been sent on the seventh day following the day on which it was posted and in proving this it shall be sufficient to prove that the notice or document was properly addressed to the last address of the Member advised to the Institute in Ireland and duly posted. Any notice or document sent by email or other electronic means shall be deemed to have been sent 24 hours after it was sent to the last known address of the member as advised to the Institute in Ireland provided that no notification of a failed delivery has been notified to the Institute during that period.

2. MANAGEMENT

- 2.1. The Management and control of the Institute in Ireland will be vested in the Irish Council which shall comprise: -
- (a) A Chairman (who will be the national President in Ireland and who may use the designation "Uachtaran") who shall be elected by the Irish Council.
 - (b) A Vice Chairman who shall be national Vice-President in Ireland and who shall be elected by the Irish Council.
 - (c) The last previous Chairman of the Irish Council.
 - (d) The Secretary to the Council and a Financial Officer who shall be elected by the Irish Council.
 - (e) An Education and Training Officer who shall be elected by the Irish Council.
 - (f) A representative of each Section nominated by each Section. (In the case of the Eastern Section only there shall be two representatives.)
 - (g) Up to ten corporate members who shall be elected by the corporate members.
 - (h) Any members of the Chartered Institute of Logistics and Transport's International Council who are members of the Institute in Ireland and not already elected to the Irish Council.
 - (i) The Ordinary Members as provided for in Clause 2.6.
- 2.2. All the Officers elected under Clause 2.1. (a) to (e) inclusive shall be elected by the Irish Council not later than the last day of June in each year. They shall assume office on the 1st day of October following their election and shall hold office for one year or until their elected successors assume office.
- 2.3. If a vacancy shall arise in any of the honorary positions, the Irish Council shall have power to elect a Corporate Member to serve in that position for as long as the person he replaces would have continued in office.
- 2.4. The names of the Section representative(s) to represent that Section for the ensuing year shall be given to the Secretary to the Council by each Section not later than the last day of June in each year. Individual Section substitutions will be allowed in the case where a Section representative is unable to attend a particular Council meeting. A substitute will have the same voting rights as the absent Section representative.
- 2.5. The Secretary to the Council shall forward notice to the members concerned as soon as possible after the Annual General Meeting informing them of the officers and Section representatives appointed to the Irish Council for the ensuing year. He shall, at the same time, invite nominations (with the acceptance of the nominee to be endorsed thereon) to fill the vacancies on the Irish Council under clause 2.1. (g) above. Such nominations, to be valid, shall be returned to reach the Secretary to

the Council not later than the 15th August in each year. Should more than ten candidates be nominated, ballot papers will be issued before the 31st of August to those entitled to vote. Only properly completed ballot papers returned to and received by the Secretary to the Council not later than the 15th September shall be valid.

- 2.6. The Irish Council may appoint as many Corporate or other grades of Members as it deems necessary as Ordinary Members to ensure appropriate representation on the Irish Council or to facilitate the furtherance of the Institute's objectives.
- 2.7. The Irish Council shall from time to time determine its place of meeting. Its meetings shall be convened by the Secretary to the Council at the request of the Chairman or Vice-Chairman or three members of the Irish Council. At least seven days' notice of any meeting and the matters to be discussed shall be given to members. All questions shall be decided by vote of the members attending. In the event of an equality of votes, the Chairman shall have a casting vote in addition to the vote to which he is otherwise entitled. The quorum for meetings of the Irish Council shall be one third of the members qualified to vote.

3. FINANCIAL YEAR.

The financial year shall be from 1st January to 31st December or for any other twelve month period agreed upon by the Council.

4. ANNUAL GENERAL MEETING

- 4.1 An Annual General Meeting of the Institute in Ireland shall be held not later than the 30th June in each year and all members of the Institute in Ireland shall be entitled to attend Where a quorum is not present, the Annual General Meeting shall be reconvened at a later date which may if necessary be later than 30th June.
- 4.2 Members shall be given at least 14 days' notice specifying the time and place at which the Annual General Meeting shall be held together with an audited statement of accounts and the annual report of the Irish Council.
- 4.3 Only corporate members shall be entitled to vote at the Annual General Meeting and the quorum shall be ten such 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.

The Chairman of the meeting shall in the case of an equality of votes have a casting vote in addition to the vote to which the Chairman may otherwise be entitled.

- 4.4. The Institute's auditors shall be appointed at each Annual General Meeting for the ensuing year.

5. EXTRAORDINARY GENERAL MEETING.

- 5.1. An Extraordinary General Meeting of the Institute in Ireland may be called by the Irish Council or upon the requisition in writing of 25 corporate members directed to the Secretary to the Council specifying the nature of the business to be brought before the meeting and the only business which may be transacted at any Extraordinary General Meeting shall be that of which notice has been given or that appertaining thereto.
- 5.2 Members shall be given at least 14 days' notice specifying the time and place at which the Extraordinary General Meeting shall be held and the purpose for which it has been called.
- 5.3 Only corporate members shall be entitled to vote at any Extraordinary General Meeting and the quorum shall be shall be ten such 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.

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.

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.

The Chairman of the meeting shall in the case of an equality of votes have a casting vote in addition to the vote to which the Chairman may otherwise be entitled.

6. SECTIONS.

- 6.1. The local affairs of each Section shall be managed by a Section Committee constituted and acting in accordance with Rules which have had the prior approval of the Irish Council.
- 6.2. Grants to defray the local expenses within a Section shall be made from the funds of the Irish Council subject to such conditions as the Irish Council may from time to time prescribe.

7. AMENDMENTS.

These Rules shall not be altered, added to or rescinded in any manner inconsistent with the Charter or Bye-Laws of the Institute and, subject thereto, any alteration, addition or decision shall be made by a resolution of an Extraordinary General Meeting of the Institute in Ireland after such amendment has been approved by the Irish Council.

8. TRUSTEES

- 8.1 The Trustees of the Institute shall consist of the following:
1. The current President.
 2. The immediate past President.
 3. The current Vice President.

For the avoidance of doubt any of the holders of the above offices will remain as a Trustee whilst they hold any of the above offices.

- 8.2 Each Trustee must be a member of the Chartered Institute of Logistics and Transport in Ireland and in the event that the Trustee ceases to be such a member then their resignation as Trustee is deemed effective as of the date they were no longer a member.
- 8.3 Each Trustee shall be indemnified out of the assets of the Institute against any liability incurred by him or her howsoever arising provided such liability arises as a result of actions carried out in the normal course of his or her duties as Trustee and the cost of any such indemnity bond or insurance will be borne by the Institute.
- 8.4 A Trustee shall cease to be a Trustee if he or she
- (a) is judged bankrupt in this State or Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally.
 - (b) becomes of unsound mind.
 - (c) resigns his or her office by notice in writing to the Secretary of the Institute, such resignation being effective two weeks after receipt of such notice.

- (d) is convicted of an indictable offence, unless the Council of the Institute otherwise determine.
- (e) becomes a member of one or other House of the Oireachtas or of the European Parliament.
- (f) is removed by the Irish Council.
- (g) ceases to be Trustee by the effluxion of time of the period of his or her appointment.

Where a person ceases to be Trustee for any of the reasons set out in (a) to (f) above, the Irish Council shall have the power to elect a person to serve as a Trustee for as long as the person he or she replaces would have continued in office as a Trustee.

- 8.5 The aforementioned Trustees will be the nominated persons in whom the Institute may hold legal title to property real or personal and will be entitled on behalf of the Institute to purchase, take on Lease, hire or otherwise acquire any real or personal property and / or any rights or privileges which the Trustees may think necessary for the purpose of carrying out the objectives of the Institute and that all such property real or personal will be held in trust by the Trustees for the Institute.
- 8.6 The Trustees agree that they shall be the nominated persons in the event that legal action is to be brought on behalf of the Institute or in the event that legal proceedings are instituted against the Institute and those proceedings are to be defended. The Trustees will be the nominees in any and all legal proceedings concerning the Institute.
- 8.7 For the avoidance of doubt the management of the Institute rests with the Irish Council under the other obligations set out in this Deed of Trust.
- 8.8 All Trustees must attend a meeting of Trustees to be held once every calendar year to review and discuss any issues arising which touch upon their position as Trustees including but not limited to the following:
 - (a) legal actions brought against or by the Institute
 - (b) the signing of any legal documents on behalf of the Institute
 - (c) the financial affairs of the Institute
 - (d) any other business.

Meetings may be conducted in person or by electronic means.

9. CONFLICTS OF INTERESTS AND ETHICAL BEHAVIOUR

- 9.1 A person who receives payment in respect of goods or services provided to the Institute in Ireland, or provided to a third party who has a contract or partnership agreement with the Institute, shall not be a member of:
 - a. the Irish Council, or
 - b. a Standing Committee, Section Committee or Ad Hoc Working Group which exercises functions relating to the goods or services in question.

9.2 The Irish Council shall adopt, and annually review, rules relating to conflict of interest and ethical behaviour in respect of Members. These rules shall include provisions for the investigation of alleged breaches of the rules and shall specify sanctions for such breaches, up to and including removal from membership of the Institute in Ireland.

IN WITNESS WHEREOF the parties hereto have hereunto set their hands and affixed their seals the day and year first herein WRITTEN

SIGNED SEALED AND DELIVERED BY

Finbarr Cleary President

18th September 2014

In the presence of

John Hogan Lemans Solicitors

18th September 2014

SIGNED SEALED AND DELIVERED BY

John Henry, Vice President

18th September 2014

In the presence of

John Hogan Lemans Solicitors

18th September 2014

ANNEX 2 POLICY ON RECRUITMENT, SELECTION AND APPOINTMENT OF STAFF

Policy on Recruitment, Selection and Appointment of Staff

The policy and procedures on recruitment, selection and appointment of staff as set out in this Annex will be adhered to by the Institute in Ireland. Recruitment of staff will generally be by open competition and all positions will generally be interviewed for. Existing staff who apply for an internal position will be treated on an equal basis with external applicants.

It is the policy of the Institute in Ireland to:

- Ensure that the Irish Council approves the creation of positions in the Institute in Ireland and that appointments are only made where prior approval of the necessary funding has been received, if applicable;
- Deal with all applications with courtesy and efficiency;
- Select candidates on the basis of their qualifications and/or experience for the vacancy concerned and give every person interviewed a fair and thorough hearing;
- Delegate the recruitment and selection process to the Management Committee. The Management Committee may delegate the recruitment and selection process to the CEO for all staff positions reporting to the CEO.

The Institute in Ireland will not:

- Discriminate unfairly against potential applicants on grounds of gender, marital status, family status, disability, sexual orientation, age, religion, race or membership of the traveller community or trade union membership or activity;
- Discriminate unfairly against persons with a criminal record; or
- Knowingly make any false statements in recruitment literature or job advertisements.

Job Description and Specification

The Management Committee will approve the Job Description and Specification for all positions (other than CEO) within the Institute in Ireland. The Job Specification for each position shall include the following.

- Job title;
- Salary range;
- Term of contract such as indefinite duration, fixed term, specified purpose, temporary;

- Competencies and skills required;
- The job description.

Advertisements

- Advertisements and the selection process will not discriminate on any of the nine grounds protected by the Employment Equality Acts 1998 to 2008. These are gender, marital status, family status, sexual orientation, religion, age, disability, race and membership of the traveller community.
- Advertisements for all vacancies will be impartial and objective.
- All staff, including staff on protective leave (such as maternity or parental leave), will be informed of each vacancy.
- Temporary positions at junior level will normally be recruited through a recruitment agency. This practice may be changed at the discretion of the CEO.
- The Institute in Ireland reserve the right to advertise as follows depending on the position being recruited:
 - Internally only for positions
 - Internally and externally for positions
 - Externally only for positions.
- The Institute in Ireland will advertise positions externally as appropriate through one or more of the following: job websites, national newspapers or specialist journals.
- Where necessary applicants will be asked to submit a CV and/or completed application form.
- Every job applicant will be replied to without unreasonable delay.
- Potential applicants will be informed about the details and conditions of the position advertised.

Shortlisting and Assessment

During the shortlisting, all applicants will be screened to identify those candidates who will be called for the next stage of the process. When selecting candidates to be shortlisted, the criteria set out in the Job Description and Specification will be used. The Institute in Ireland aims to ensure that all selections for shortlisting will be free from any discrimination and that each application will be dealt with on its merits.

Interview Procedure

Interviews will be conducted by an interview panel comprising at least two persons. The composition of the interview panel for positions other than CEO will be determined by the CEO following consultation with the Management Committee.

The CEO will nominate a person to be secretary to the interview panel for all these positions. The role of the secretary to the interview panel will include the following:

- Inform the interviewers of the time and place of interviews;
- Prepare a list of the panel which will conduct the interviews and arrange a meeting of the panel members before the interviews take place;
- Familiarise all interviewers with the requirements of the vacancy to be filled and circulate well in advance of the interview CVs or application forms provided by the candidates. Note any items that require further explanation or questions that need to be asked;
- Set aside enough time for the interviews and ensure no interruptions;
- Inform candidates of the location and time of the interviews and the names of the interviewers.

It should be the objective of the interview panel to make each candidate reasonably relaxed and comfortable and to draw out as much relevant information as possible to permit an accurate assessment of their suitability for the job.

The interview panel should ensure that a score sheet is compiled at the end of the interview in relation to those applicants they have interviewed, using information from the interview and the written documentation submitted by the candidate as appropriate. A comparison should be made of all interviewed candidates against each desirable competency and skill for the position. From this, the panel should be able to make a choice

of suitable candidates. The candidate with the highest score (“the first candidate”) should be the successful candidate. The interview panel should also bear in mind points about prejudices, bias and the limitations of the interview process and they should make sure that they carefully think through their decision.

Unsuccessful candidates should be notified as quickly as possible by the secretary to the interview panel.

The first candidate should be informed by the secretary to the interview panel that their references are being checked. If the first candidate is not available or no longer interested, the next suitable candidate should be contacted and so on.

Selection and Reference Checking

Successful candidates will have their references checked before an offer of employment is made.

Three references should be checked and at least two of these should be from persons who have acted in a managerial / supervisory capacity in relation to the candidate in a previous employment, or in an academic capacity.

Recommendation and Appointment of Successful Candidate

The interview panel for any position (other than CEO) will submit its recommendations for appointment to the CEO. The CEO will submit a report to Management Committee seeking prior approval to the appointment and to the terms and conditions of employment.

The CEO will have discretion to make appointments without reference to the Management Committee in the case of temporary employees, interns and agency employees provided that there is prior budgetary approval for the necessary expenditure.

An appointment to any position, including the CEO, may only be made where there is prior budgetary approval for the necessary expenditure.

Pre-employment

The Institute in Ireland may require an employee to undergo a medical examination before their employment is confirmed. In such cases, the Institute will cover the costs. The Institute will also validate any necessary documentation relating to qualifications, visas and work permits, where applicable. An unsatisfactory medical report or invalid documentation may result in a candidate not being offered the position. The provision of materially false or

misleading information in a CV or application form may result in a candidate not being offered the position.

Offer of Employment

The candidate will receive a letter of offer of employment. This offer of employment is conditional on receipt of satisfactory references. The decision as to whether references are satisfactory or not is entirely a matter for the Institute in Ireland. The offer of employment is also conditional on confirmation that the Institute in Ireland can lawfully employ the candidate and on conditions set out in the letter of offer. An employee will be required as a condition of continued employment by the Institute in Ireland to complete a satisfactory period of probation, the details of which will be set out in the contract of employment. If an employee is found to have given any materially false or misleading information, this may lead to instant dismissal.

A panel of suitable candidates may be kept for further vacancies. If a panel is constituted, the suitable candidates will only remain on the panel for the duration of one year after which any panel will no longer be valid.

Commencement of Employment

The proposed date of commencement of employment will be specified in the letter of offer. The actual date of commencement of employment will be confirmed in the contract of employment.

Feedback to Interviewed Unsuccessful Candidates

Feedback will be given to unsuccessful internal candidates to support them in their future development. The Institute in Ireland will also give feedback to external candidates if and when requested to do so.

Record-keeping

Records of all applications, shortlisting and interview notes will be kept for a minimum period of 12 months by the Institute in Ireland before being discarded.

The application of the successful candidate will be kept on file for the duration of their employment and for a period of time thereafter as deemed relevant.

Contract of Employment

All employees of the Institute in Ireland receive a written *Contract of Employment* outlining the general terms and conditions of employment. Signing this contract signifies acceptance of these terms and conditions. Any changes in relation to terms and conditions of employment will be discussed with employees and notified in writing.

Personnel File

A Personnel File will be set up for each employee recruited. This file will contain all the personnel records for that individual employee. These records include details of contract, salary, annual leave, sick leave, working time sheets, next of kin form, any sign off forms (such as sign off on policies and procedures), appraisal records, correspondence, disciplinary/grievance procedures, interview notes etc. These will be kept in secured files in the Institute in Ireland and only the CEO, the President, the Audit Committee and the internal or external auditor will be entitled to have access to them. Employees are entitled to inspect their own files.

Induction

The CEO will arrange for an induction programme for all new employees. The Management Committee will make appropriate induction arrangements for the CEO.

Special Additional Provisions relating to the CEO

The following additional provisions will apply to the CEO:

- The Irish Council will delegate the recruitment and selection process for the position of CEO to the Management Committee subject to such conditions and restrictions as it considers appropriate. The Management Committee may not deviate from the mandate given to it without the prior approval of Council.
- The Irish Council will approve the Job Description and Specification for the position of CEO, an outline of which is appended to this policy statement.
- The Management Committee will, subject to the approval of the Irish Council, nominate the members of the interview panel for the position of CEO and the secretary to the panel. It is desirable that some members of the Irish Council and the Management Committee be on the interview panel.
- The interview panel for the position of CEO will submit its recommendations to the Management Committee. The Management Committee will make a written submission to the Irish Council seeking prior approval to the appointment of the CEO and to the draft contract of employment and/or terms and conditions of employment. The submission shall include a short report on the selection process and a copy of the draft

contract of employment and/or terms and conditions of employment. The CEO will be an employee of the Institute in Ireland under a contract of employment.

- The Management Committee will retain full and effective control of the recruitment and selection process at all times and will regularly brief the Council on progress.

Special Additional Provisions relating to the Deputy CEO

The Irish Council may decide to create the post of Deputy CEO and, where it does so, the following provisions will apply:

- Save as is provided for in this Section, the provisions of Annex 2 will be apply to this post in the same way as they apply to the recruitment, selection and appointment of all staff, other than the CEO.
- The Deputy CEO will become Acting CEO in the circumstances described in Section 4 (Schedule of Reserved Functions) and all the provisions of this Handbook relating to the CEO will apply to the Acting CEO for the duration of his/her appointment. In all other circumstances the Deputy CEO will act on behalf of the CEO only when requested by the CEO to do so.
- The Management Committee will approve the Job Description and Specification for the post of Deputy CEO and, subject to this, it will be a matter for the CEO to assign specific functions to the Deputy CEO.
- The Deputy CEO, in his/her capacity as Acting CEO or otherwise, will have no right of succession to the post of CEO.

OUTLINE JOB DESCRIPTION OF CEO

Main Purpose of Job

Based at national headquarters in Dublin, the Chief Executive Officer is responsible for the day to day management and administration of the Institute in Ireland. He or she will have overall responsibility for:

- The delivery of quality services to Members;
- The provision of the Institute's education and training services;
- The management of contracts with public bodies;
- Representation of the Institute in Ireland.

The Role of the CEO – a Summary

The role of the CEO will change over time as the external operating environment changes, as the logistics and transport industry adjusts to changing demand and to reflect the needs of the Institute in Ireland and its Members. The following is a summary of the role currently envisaged for the CEO:

- Work effectively with the Irish Council to provide strategic direction and good governance for the Institute in Ireland;
- Effectively manage the Institute in Ireland, driving its development as the professional body for the logistics and transport industry;
- Lead and provide strategic direction to a dedicated, cohesive staff team;
- Implement effective policies to retain and grow the membership of the Institute in Ireland across all logistics and transport sectors and oversee the delivery of quality services to Members;
- Ensure the effective delivery of the Institute in Ireland's educational and training services and develop and implement plans to improve the quality and quantity of education and training services for the sector, including continuing professional development and e-learning;
- Procure and effectively implement service delivery contracts with third parties, including public bodies and CILT International and work to grow this business where it is in the interest of the Institute to do so;
- Contribute constructively to the development of policies relating to issues of concern to the logistics and transport industry;
- Devise and implement communications strategies to position the Institute in Ireland as a leading voice for the industry and to clearly articulate and actively promote its policies;

- Maintain close and effective working relationships with the Irish Council, Management Committee, Standing Committees and Ad Hoc Working Groups and with the Section Committees and Members generally;
- Build and strengthen relationships with Government, public bodies, educational and research institutions, the business community and other professional bodies;
- Maintain an excellent relationship with CILT International, represent the Institute in Ireland on the International Council and develop relationships with other members of the CILT family;
- Develop good relationships with the media and be a well informed and influential spokesperson for the Institute in Ireland;
- Identify the challenges facing the Institute in Ireland and the logistics and transport industry and devise timely and coherent responses to them.

Duties

Working with the Irish Council and the other bodies involved in the governance of the Institute in Ireland, the principal duties of the CEO will include:

- Strategy – offer guidance and counsel and prepare proposals on the future strategic direction to be taken by the Institute in Ireland, identifying mission, objectives, strategies, key deliverables and performance indicators; develop business plans to implement the strategic objectives and manage the implementation of those plans;
- Governance – ensure the good governance of the Institute, implementation of the relevant provisions of the Governance Handbook, compliance with the Charities Act 2009 and implementation of excellent systems of financial control, internal control and risk management;
- Membership – oversee the membership application/approval process, the maintenance of an electoral roll, the provision of quality services to, and good communications with, Members and the implementation of measures to grow membership across the logistics and transport industry;
- Education and Training – supervise all the education and training activities of the Institute, including the delivery of high quality services, maintenance of the highest standards, effective oversight of service provision by third parties and maintenance of good relationships with all stakeholders; identify the educational and training requirements of the industry and influence the provision and content of courses by third level educational institutions and other service providers; develop new products, including continuing professional development and e-learning;
- Business Development – procure, effectively implement and retain service delivery contracts with the Department of Transport, Tourism and Sport, the Health and Safety Authority and CILT International; secure additional contracts where it is in the interest of the Institute in Ireland to do so; work with the Business Development Committee and Section Committees to provide a full range of high quality events

for Members; promote the reputation and relevance of the Institute in Ireland externally;

- Policy – work with the Policy Committee to develop policy documents; communicate and promote approved policy to Members, decision makers and the wider public;
- Finance – prepare an annual budget (consistent with the current business plan) in co-operation with the Financial Officer and Management Committee; maintain detailed and effective oversight of the Institute’s financial position, take prompt remedial action when required and provide monthly financial reports to the Irish Council and Management Committee; ensure that the accounting and financial control system is fit for purpose and operating effectively; work effectively with the internal and external auditors and co-operate fully with the Audit Committee;
- Relationships – work effectively with the Irish Council, the Management Committee, the Standing Committees and Ad Hoc Working Groups and Section Committees and ensure that their requirements are met by the staff of the Institute in Ireland; maintain an excellent working relationship with CILT International and develop relationships with other members of the CILT family; build and strengthen relationships with Government, public bodies, educational and research institutions, the business community and other professional bodies;
- Communications – act as a well informed and influential spokesperson for the Institute in Ireland; identify key opinion formers and develop relationships with them; attend Institute events, both at national and regional level;

- Human Resources – lead, motivate and provide clear strategic direction for the staff of the Institute; implement all aspects of human resources policy, including recruitment, performance appraisal, salary review and discipline; ensure that staff have a satisfactory working environment and appropriate resources and equipment to do their jobs; deploy staff so as to most effectively meet the business objectives of the Institute.

Having considered any proposals made by the CEO and the Management Committee, the Irish Council will from time to time decide on priorities and set key performance indicators for the CEO taking account of the staffing, financial and other resources likely to be available to the Institute in Ireland.

Delegation

The CEO may delegate the performance of specified functions to members of staff subject to such conditions and restrictions as he or she considers appropriate and make revoke or amend such a delegation. However the CEO will continue to be accountable to the Irish Council for the performance of any delegated function.

Responsible to

The CEO is responsible to the Irish Council for the carrying out of his or her functions and provides a written report to each Council meeting on all major heads of activity. Between Council meetings the CEO is accountable to the Management Committee.

Reporting to

The CEO reports on a day to day basis to the President. The CEO is also expected to communicate regularly with the Vice President (as Chairperson of the Management Committee), with the Financial Officer on budgetary and financial matters, with the Chairpersons of Standing Committees and with Section Chairpersons.

ANNEX 3 REGISTER OF LEGAL AND OTHER RESPONSIBILITIES FOR ANNUAL REVIEW

Legal responsibilities

The Institute in Ireland has a variety of responsibilities as an employer. These are the principal areas of responsibility. They should be reviewed annually by the Irish Council, and checked by the Trustees, to ensure that the Institute in Ireland is fully in compliance with its legal responsibilities.

Employment (responsibilities delegated to the CEO)

- The Institute in Ireland must be registered as an employer with the Revenue Commissioners (PAYE and Universal Service Charge).
- All new employees must receive a written statement of their terms and conditions of employment within 28 days of starting work (ideally accompanied by a job description — although this can change from time to time by agreement between the employer and the employee).
- The dismissal procedures of the Institute in Ireland must also be provided in writing to employees (with 28 days of starting employment), with similar notice of any change in these policies.
- Changes in the contract of employment must be notified in writing to employees.
- Employees must receive payslips.
- Employees may generally work a maximum of 48 hours per week (Organisation of Working Time Act 1997), with regular daily and weekly rest periods.
- Four working weeks paid leave is the normal minimum annual leave entitlement under the same Act.
- The Institute in Ireland must provide for adoptive, jury, maternity and parental leave.
- Once an employee has been on the staff for six months, they must be provided with a Personal Retirement Savings Account facility, although the Institute in Ireland is not required to pay into this.

Governance Handbook

The Irish Council should consider annually whether there are any changes which urgently need to be made to the Governance Handbook, arising from legal or regulatory requirements or otherwise. At least once every five years there should be a full review of the Handbook, normally undertaken by an Ad Hoc Working Group established for that purpose.

Staff Handbook

It is good practice to have a staff handbook covering relevant matters, which is reviewed annually to ensure compliance with all relevant legislation (which changes frequently). This should be prepared by the CEO and noted by the Irish Council.

The Handbook should cover (inter alia):

- Institute in Ireland policies concerning staff recruitment, probation, promotion, training and retirement planning;
- Details of work practices including the opportunities for flexible working, career breaks, time off in lieu, etc.;
- Written disciplinary and grievance procedures;
- Staff benefits (contributions to health insurance, PRSAs/Institute pensions, etc).

Other Key Legal Responsibilities of the Institute

All activities of the Institute in Ireland must be tax compliant and all payments to staff, Members and providers of goods and services must be compliant with the relevant tax law. Annex 5 includes provisions in relation to tax compliance with respect to contracts with public bodies.

Health and Safety (Safety, Health and Welfare at Work Act 2005)

Every employer must ensure that a safety statement for the workplace is prepared and seen by every staff member. A copy must be signed by the CEO and this must be updated regularly. The statement must:

- identify any hazards present in the workplace;
- assess the risks arising from such hazards;
- identify the steps that will be taken to deal with these risks.

Equality (Employment Equality Acts 1998 and 2004, Equal Status Acts 2000 and 2004)

Equality law applies to every organisation, however small, and whether for-profit or not-for-profit. Employers should familiarise themselves with the provisions of these Acts (see www.equality.ie), which prohibit:

- direct or indirect discrimination on nine grounds (gender, marital status, family status, sexual orientation, religion, age, disability, race, membership of the travelling community);
- discriminating against anyone when advertising for jobs, remunerating employees, providing workplace facilities or responding to claims taken under the Acts.

Privacy (Data Protection Acts 1988 and 2003)

The Institute in Ireland keeps information on file (whether on paper or computer files) about people and is therefore considered to be a data controller under the provisions of the Data Protection Acts 1988 and 2003.

To ensure compliance with the requirements of the Acts, the Institute in Ireland has a Data Protection Policy which it will apply in all matters pertaining to data protection (See Annex 22). The designated Data Protection Officer is the CEO or a member of staff delegated by the CEO.

Charities Act 2009

The Institute is a registered charity and must therefore comply with the statutory requirements set out in the Charities Act 2009. In particular it should ensure that no members of the Council are disqualified under section 55 of the Act from acting as trustees of a charity (See Annex 5: Code of Conduct for more information).

The Institute must also comply with the regulatory requirements of the Charities Regulatory Authority, particularly the requirement to submit an annual activity report not later than 10 months after the end of the Institute's financial year.

Insurances

The Institute in Ireland must at all times have in place adequate and appropriate insurance policies relating to employer and public liability, overseas travel and such other risks as are considered appropriate.

ANNEX 4 REGULATIONS FOR SECTIONS

MEMBERSHIP

Every Member whose registered address is within a specific Section shall be a member of that Section unless they specifically request membership of another Section.

A 'welcome' letter from the Institute's Head Office is sent to each new Member when their subscription and joining fee has been received. A copy of this letter is sent to the Honorary Secretary of the relevant Section in order to advise them of each new Member in their area.

Membership Certificates are prepared for new Members. On the completion of certificates, each Section Chairperson is advised that they are available. If the President is visiting the Section at the time that the certificates are available, he/she will present them at a Section function. If the President is not available, then the Chairperson of the Section presents the certificates.

The Section advises the new Member of the date of presentation.

FINANCIAL YEAR

The financial year of the Sections shall be from 1st January to the following 31st December or for any twelve month period agreed upon by individual Section Committees and advised to the Irish Council.

SECTION CHAIRPERSON

The local affairs of the Section shall be managed by a Section Committee which shall be chaired by an elected Chairperson, preferably progressing from Vice Chairperson.

The Chairperson shall be elected each year at the Section's Annual General Meeting and shall hold office until the following Annual General Meeting. A contested election shall be decided by ballot at the AGM with each Member in attendance having a vote.

A Chairperson may be re-elected to hold office for a second consecutive year but then shall not be eligible for re-election until after the expiration of three years.

The Chairperson should lead the Section for his/her year of office ensuring, as far as possible, that the Section has an interesting and lively programme for the year. He/she should also endeavour to develop a social side to the Section's activities.

The Section Chairperson represents the views of his/her Section on the Irish Council. This requires the Chairperson to report accurately, not only on the events that have taken place within the Section but more importantly, on matters of interest and concern within the Sections. Such matters should be raised by the Section

Chairperson at Council meetings either as formal agenda items or in general discussion.

The Section Chairperson should provide a written report to the CEO on the current activities of the Section in good time to enable its circulation not less than seven days before the relevant meeting of the Irish Council.

It is also the responsibility of the Section Chairperson to report back to his/her Section Committee on discussion about items raised by Sections or on matters arising at Council which would be of concern to the Section or its members.

The Chairperson represents the Council within his/her Section.

The Chairperson should also establish a close working relationship with the President, other Section Chairpersons and the Chief Executive.

SECTION COMMITTEE

The Section Committee shall comprise a Chairperson, Vice Chairperson, an Honorary Treasurer, an Honorary Secretary and not more than nine ordinary members, all of whom must be Fellows, Chartered Members or Members of the Institute and members of the Section.

The Officers and Committee shall be elected each year at the AGM and shall hold office until the following AGM. A contested election shall be decided by ballot at the AGM, with each Member in attendance having as many votes as there are vacancies to be filled.

Each nomination for election as an Officer or to the Committee shall be signed by at least two Fellows, Chartered Members or Members who are members of the Section. Nominations shall be deposited with the Honorary Secretary not less than seven days before the AGM, together with the consent in writing of the person nominated to serve, if elected, in the capacity for which he/she is nominated.

Should insufficient nominations be received, ordinary Committee members may be nominated at a Section AGM. They must be proposed and seconded by Fellows, Chartered Members or Members and must be present at the AGM in order to signify their willingness to serve.

An incoming Committee may, if necessary, co-opt members.

The Honorary Secretary shall always, at the written request of the Chairperson, or three ordinary members of the Committee, convene a meeting of the Committee for a specified purpose. The Chairperson shall determine the agenda for meetings of the Committee, except where ordinary members of the Committee requisition a meeting for a specified purpose.

At least seven days' notice shall be given in writing of a meeting of the Committee and of the matters to be considered thereat.

The quorum at meetings of the Committee shall be one third or, where this is not a whole number, the next whole number above one third of the committee membership. All questions shall be decided by vote and in the event of an equality of votes the Chairperson shall have a casting vote in addition to the vote to which he/she is otherwise entitled.

COUNCIL REPRESENTATION

Each Section is entitled to one representative on the Irish Council and the Eastern Section is entitled to two representatives. In order to ensure continuity these should be the Section's Chairperson (and Vice Chairperson in the case of the Eastern Section). These representatives are the link between Council and the Sections and should report to Council on matters of interest and concern in the Sections and on the Section programme of events. They should also report back to their Section Committees on decisions taken at Council.

It is the responsibility of these representatives to ensure that no breakdown of communications between the Irish Council and the Sections occurs and that any matter causing concern is raised.

Section Committees should therefore meet regularly to discuss, at the discretion of the Section Chairperson, the Council agenda and ensure that an appropriate system of communications is established.

The Institute's Head Office shall be notified of the names of the Section representatives on the Irish Council immediately after the AGM each year so that they may be included on the list of Council members.

ANNUAL GENERAL MEETING

An AGM shall be held not earlier than March and not later than 30th June each year. It is the business of the AGM to consider the Annual Report and Accounts of the Section, to elect officers and members of the Committee and to elect an Honorary Auditor.

Notice of the AGM shall be forwarded in writing to members of the Section not less than 14 days before the date of the meeting, together with the Annual Report and Accounts. A copy of this notice should also be forwarded to the Chief Executive.

Chartered and Associate Members, who are members of the Section, shall be entitled to vote at the AGM and the quorum shall be six persons entitled to vote. Where a quorum is not present, the AGM shall be reconvened at a later date which if necessary may be later than 30th June.

Copies of the Minutes, Annual Report and Audited Statement of Accounts shall be forwarded to the Institute's Head Office immediately after the AGM.

SECTION GRANTS

Each year a grant from the Irish Council to the Section to defray the expenses of the Section is payable, subject to conditions as prescribed by the Council.

Sections should send written proposals for the following year's annual grant to Head Office in October of each year.

Supplementary grants to a Section may be made by the Irish Council if it is satisfied that special circumstances justify it. In these cases the Section's Honorary Treasurer should make a formal written application to the Irish Council setting out the amount required and detailing the use to which it will be put.

The Irish Council retains the right to reduce or increase the grant to any Section, if in its view it is justified by the expenditure of the Section or by the financial circumstances of the Institute in Ireland.

A Section Committee may authorise the payment of an honorarium to a Section Officer where it considers that the work undertaken by that person justifies such a payment. Any such payment shall be noted in the Annual Report of the Section and shall not constitute a payment for the purposes of the Code of Conduct. The Irish Council may adopt rules governing such payments, with which Section Committees must comply.

SECTION ACCOUNTS

Each Section shall hold a bank account in its own name. Payments from the account shall be authorised in writing by the Honorary Treasurer of the Section, but other arrangements may be approved by the Irish Council if necessary.

The Institute's financial year commences on 1st January of each year. The Annual Accounts shall be submitted to the Section Committee for approval. They shall be audited by an Honorary Auditor who was appointed at the previous year's Section AGM. The Honorary Auditor cannot be a member of the Section Committee.

The original certified statement shall be sent to Head Office.

The accounts of Sections shall be made up in the following form:

Receipts: Balance at Bank at 1st January 20 --
 Balance in hand at 1st January 20--
 Grants from Institute in Ireland's Funds
 Other Receipts

Expenses: Accommodation for Meetings
 Expenses for Meetings
 Clerical Assistance
 Printing and Stationary
 Postage
 Other Expenses

Balance at Bank at 31st December 20--
Balance in hand at 31st December 20--

and shall be signed by the Chairperson and the Honorary Treasurer.

When appropriate to do so the Certificate signed by the Honorary Auditor should read as follows:

"I have examined the above Financial Statement with the books and vouchers of the Section. I report to the Irish Council and to the members of the Section that in my opinion the statement is properly and correctly drawn up and that the expenditure shown has been properly incurred".

Institute funds, as per the Royal Charter, "shall be applied solely towards the promotion of the objects of the Institute" and NO portion may be "transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute."

MEETINGS

A copy of each paper presented to the Section should be forwarded to Head Office as well as minutes of Section Committee meetings.

GENERAL

Any issue that affects the Institute in Ireland as a whole or affects the policy of the Institute should be dealt with by the Irish Council.

ANNEX 5 CODE OF CONDUCT

Members of the Chartered Institute of Logistics and Transport in Ireland shall support the main objects of the Institute's Deed of Trust and at all times. They shall:

- Uphold the integrity and professionalism of the logistics and transport industry;
- Act responsibly towards the welfare, health and safety of all members of the Institute and take fully into account the impact of transport and logistics on the environment and the community in general;
- Continue their professional development throughout their careers and actively assist and encourage fellow Members, as well as non-members, to advance their logistics and transport knowledge and expertise;

- Strive to serve the interests of their employers loyally without compromising professional integrity or ethics;
- Carry out their duties in such a way as to promote a professional image of the Institute and the industry overall;
- Build their professional reputation on merit and compete fairly where competition is appropriate;
- Promote actively international understanding, goodwill and cooperation among logistics and transport professionals;
- Comply with the policy documents setting out obligations relating to legal compliance, good corporate governance or ethical conduct, adopted by the Irish Council from time to time, including but not limited to Data Protection Policy and Communications Policy;

In addition, Trustees, members of the Irish Council, Standing Committees, Section Committees and Ad Hoc Committees shall act ethically and professionally and in particular shall:

- Ensure that confidentiality is maintained at all times;
- Not participate in any discussion or decision at a meeting where they have an actual or potential conflict of interest;
- Not seek to influence any action or decision where they have an actual or potential conflict of interest;
- Not seek to influence any action or decision for personal gain;
- Ensure that they derive no financial benefit from their position.

Members shall ensure that their membership fees are paid up to date. There is no obligation on the Institute in Ireland to notify a person that his or her membership fee is due or overdue.

Where a question arises as to whether a Trustee, a member of the Council or a Committee has a conflict of interest, the meeting of the relevant body shall decide and its decision shall be final.

Members of the Irish Council, Standing Committees, Section Committees and Ad Hoc Working Groups shall act in the best interests of the Institute in Ireland and avoid any actual or potential of interest. A conflict of interest may arise when an individual's personal or family interests and/or loyalties conflict with those of the Institute in Ireland or could reasonably be perceived to do so. All such members are required to complete a Declaration of Interests form within thirty days of appointment and failure to do so will result in their automatic suspension from membership of the relevant body until such time as the Declaration of Interests is satisfactorily completed. Failure to make full disclosure or to provide an immediate update of any material change in the information provided in the

Declaration also constitutes grounds for suspension from membership of the relevant body or other sanction under Annex 8.

Each member of staff is required to complete a Declaration of Interests form before the 31 December each year. Failure to do so or failure to make full disclosure or to provide a timely update of the Declaration may result in disciplinary action as set out in the current Staff Handbook.

The agenda for each meeting of the Trustees, Irish Council, Management Committee, Standing Committee, Section Committee and Ad Hoc Working Groups will have a standing item entitled "Declaration of Interests" which will permit any person attending to declare a conflict of interest relating to a matter for consideration at the meeting and the minutes will record any declaration made.

Documents for a meeting which relate to an item in respect of which it is clear that a person has a conflict of interest may be withheld from that person. The person may appeal the decision to the meeting of the relevant body whose decision on the appeal shall be final.

A person who receives payment in respect of goods or services provided to the Institute in Ireland, or provided to a third party who has a contract or partnership agreement with the Institute, shall not be a member of:

- The Irish Council;
- A Standing Committee, Section Committee or Ad Hoc Working Group which exercises functions relevant to the goods or services in question.

Section 55 of the Charities Act 2009 disqualifies certain categories of person from acting as trustees of a charity. In this context, "charity trustee" includes the directors and other officers of a charity which is a company and any officer of any other body which is a charity or any person for the time being performing the functions of an officer of the body. A person shall cease to be qualified for, and shall cease to hold, the position of charity trustee of a charitable organisation if that person:

- Is adjudicated bankrupt or makes a composition or arrangement with creditors;
- Is a company that is in the course of being wound up;
- Is convicted on indictment of an offence;
- Is sentenced to a term of imprisonment;
- Is the subject of an order prohibiting them from acting as an auditor, director or other officer of a company under section 160 of the Companies Act 1990 or is prohibited, removed or suspended from being a trustee under the Pensions Acts 1990 to 2008;
- Has been removed from the position of charity trustee by the High Court under section 74 of the Charities Act 2009.

All activities of the Institute in Ireland shall be tax compliant and all payments to staff, Members and providers of goods and services to the Institute in Ireland, or provided to a third party who has a contract or partnership agreement with the Institute, shall be compliant with the relevant tax law. The Institute in Ireland reserves the right to require any provider of goods or services to it, or in partnership or agreement with it, to:

- Submit a tax clearance certificate; or
- Complete a declaration that the provider is, or will be, compliant with tax law in respect of the goods or service being provided.

The attention of Members is drawn to the Income Tax Statement of Practice SP-IT/2/07, published by the Revenue Commissioners, which sets out guidance on the payment of travelling and subsistence expenses to persons who work on a voluntary and unpaid basis for charities and other voluntary bodies. In summary, this provides that such expenses may be paid tax-free where:

- They merely put the unpaid individual in a position to carry out his/her work for the body; and
- They no more than reimburse the individual the expenses actually incurred by him/her and do not exceed civil service rates for the reimbursement of travel and subsistence expenses.

Any person, who, in addition to reimbursement of actual travel and subsistence expenses, directly or indirectly receives remuneration of any description (in the form of a salary, honorarium and/or a bonus etc.) does not fall within the description of “carrying out work on a voluntary and unpaid basis”.

Annex 8 contains detailed provisions further defining the obligations in this Code, outlining procedures for the investigation of alleged breaches and providing for sanctions in respect of breaches.

ANNEX 6 DECLARATION OF INTERESTS FORM (MEMBERS OF COUNCIL etc.)

**Annual Declaration of Interests for the purposes of
Ethics in the Chartered Institute of Logistics & Transport in Ireland
(Trustees, Members of Irish Council, Standing Committees, Section Committees and
Ad Hoc Working Groups)**

Name:

Job Title of Current Position:

Employer's Name & Address:

I, being a member of the¹ of the Chartered Institute of Logistics and Transport in Ireland, do hereby undertake to declare to the Institute immediately, should it arise, any personal, business or professional interest of mine or my immediate family which could constitute an actual or potential conflict of interest with my work on behalf of the Institute. I understand that this undertaking relates to any interest of which I have actual knowledge or which I could ascertain by reasonable enquiry.

I undertake to absent myself from any discussions involving any matter in respect of which I have an actual or potential conflict of interest and not to take any part in, or seek to influence, any decision on such a matter.

I also understand that failure to adhere to this policy may result in disciplinary action as set out in the current Governance Handbook.

1 Insert name of the body in respect of which the Declaration is being completed – Trustees, Irish Council or a named Standing Committee, Section Committee or Ad Hoc Working Group

Declaration of Interests

Please list under each heading any interest held by you, your spouse or partner, or a child of yours or of your spouse or partner which could constitute an actual or potential conflict of interest with, or materially influence, your work on behalf of the Institute in Ireland. This includes any interest of which you have actual knowledge or which you could ascertain by reasonable enquiry. You are only required to provide sufficient information to accurately identify the interest; it is not necessary to provide quantitative or financial information or other details.

<p>Provision of Educational Services:</p>	
<p>Provision of consultancy or other services, including but not limited to human resources, legal, financial, information technology, printing and publishing, event management, hotel and catering, office services, security and maintenance , insurance:</p>	
<p>Provision of any product, including but not limited to computer equipment and software, office furnishings, equipment or supplies, power supply, lighting and heating:</p>	
<p>Provision of offices, buildings and land for sale or rent:</p>	
<p>A directorship of, or paid employment in, an organisation with aims, objectives or functions which materially overlap with those of the Institute in Ireland:</p>	

<p>Any payments made to me by the Institute in Ireland, or by a third party who has a contract or partnership agreement with the Institute, in the 12 months prior to the declaration or in prospect in the coming 12 months (other than payments recouping travelling and subsistence expenses, conference attendance fees, an honorarium to a Section Officer or other similar expenses):</p>	
<p>Any gift or hospitality with an aggregate value of over €200 received from a supplier of goods or services to the Institute in Ireland in the 12 months prior to the declaration.</p>	
<p>Any other interest which could constitute an actual or potential conflict of interest or materially influence my work on behalf of the Institute in Ireland:</p>	

I hereby confirm that the Declaration of Interests which I have made above is complete and correct to the best of my knowledge.

Signed: _____ Date: _____

Council Members ONLY

I hereby confirm that I am not disqualified from membership of the Irish Council under any provision of section 55 of the Charities Act 2009, details of which are set in Annex 5 (Code of Conduct) of the Governance Handbook.

Signed: _____

Date:

This Declaration must be submitted within 30 days of appointment to the relevant body and should be updated immediately where there is any material change in the information provided.

ANNEX 7 DECLARATION OF INTERESTS FORM (MEMBERS OF STAFF)

**Annual Declaration of Interests for the purposes of
Ethics in the Chartered Institute of Logistics & Transport in Ireland
(Members of Staff)**

Name:

Job Title of Current Position:

I, being a member of the staff of the Chartered Institute of Logistics and Transport in Ireland, do hereby undertake to declare to the Institute immediately, should it arise, any personal, business or professional interest of mine or my immediate family which could constitute an actual or potential conflict of interest with my work on behalf of the Institute. I understand that this undertaking relates to any interest of which I have actual knowledge or which I could ascertain by reasonable enquiry.

I undertake to absent myself from any discussions involving any matter in respect of which I have an actual or potential conflict of interest and not to take any part in, or seek to influence, any decision on such a matter.

I also understand that failure to adhere to this policy may result in disciplinary action as set out in the current Staff Handbook.**Declaration of Interests**

Please list under each heading any interest held by you, your spouse or partner, or a child of yours or your spouse or partner which could constitute an actual or potential conflict of interest with, or materially influence, your work on behalf of the Institute in Ireland. This includes any interest of which you have actual knowledge or which you could ascertain by reasonable enquiry. You are only required to provide sufficient information to accurately identify the interest, it is not necessary to provide quantitative or financial information or other details.

<p>Provision of Educational Services:</p>	
<p>Provision of consultancy or other services, including but not limited to, human resources, legal, financial, information technology, printing and publishing, event management, hotel and catering, office services, security and maintenance , insurance:</p>	
<p>Provision of any product, including but not limited to computer equipment and software, office furnishings, equipment or supplies, power supply, lighting and heating:</p>	
<p>Provision of offices, buildings and land for sale or rent:</p>	
<p>A directorship of, or paid employment in, an organisation with aims, objectives or functions which materially overlap with those of the Institute in Ireland:</p>	

<p>Any payments made to me by the Institute in Ireland, or by a third party who has a contract or partnership agreement with the Institute, over €500 in the 12 months prior to the declaration or in prospect in the coming 12 months (other than wages, payments recouping travelling and subsistence expenses, conference attendance fees or other similar expenses):</p>	
<p>Any gift or hospitality with an aggregate value of over €200 received from a supplier of goods or services to the Institute in Ireland in the 12 months prior to the declaration.</p>	
<p>Any other interest which could constitute an actual or potential conflict of interest or materially influence my work on behalf of the Institute in Ireland.</p>	

I hereby confirm that the declaration of Interests which I have made above is complete and correct to the best of my knowledge.

Signed: _____ Date: _____

This Declaration must be submitted before 31 December each year and should be updated immediately where there is any material change in the information provided.

ANNEX 8 BREACHES OF CODE OF CONDUCT

1. Purpose

The purpose of this Annex is to elaborate on the provisions of the Code of Conduct (Annex 5) and to provide for a process to address alleged breaches of the Code.

2. Scope

The provisions of this Annex apply to the Trustees, members of the Irish Council, Standing Committees Section Committees and Ad Hoc Working Groups and to Members of the Institute in Ireland.

The following is a non-exhaustive list of examples of potential breaches of the Code of Conduct as regards **unethical behaviour**:

- Persistent disruption of meetings or a persistent failure to prepare for and participate in meetings in a productive way, respecting the rights of others;
- A breach of confidentiality;
- Bullying (that is repeated inappropriate behaviour, direct or indirect, whether verbal, physical or otherwise, conducted by one or more persons against another or others and which could reasonably be regarded as undermining their right to dignity);
- Harassment or sexual harassment (where “harassment” is any form of unwanted conduct and “sexual harassment” is any form of unwanted verbal, non-verbal or physical conduct of a sexual nature and both involve conduct which has the purpose or effect of violating a person’s dignity and creating an intimidating, hostile, degrading, humiliating or offensive environment for the affected person);
- A breach of the Communications Policy including but not limited to persistent and inappropriate communication with Members or staff of the Institute in Ireland or the

making of statements which adversely affect the interests of the Institute or which are defamatory of a member of staff or a Member;

- A breach of the Data Protection Policy, including but not limited to the use of a database for a purpose other than that for which it was created;
- Seeking to influence a decision of the Institute in Ireland, Irish Council, Standing Committee, Section Committee or Ad Hoc Working Group for personal financial benefit;
- Behaving in a way which puts the welfare, health, safety or security of a Member of the Institute in Ireland or a member of staff at risk;
- Not being tax compliant as regards your financial dealings with the Institute in Ireland.

The following is a non-exhaustive list of examples of potential breaches of the Code of Conduct as regards **conflict of interest**:

- Failure to complete a Declaration of Interests by the required deadline or immediately to update the Declaration once a material change arises;
- Providing false, inaccurate or incomplete information in a Declaration of Interests;
- Taking part in the discussion and/or decision making process on a matter in respect of which you have, or which you reasonably ought to have known that you have, an actual or potential conflict of interest;
- Acting in your personal interest rather than the interest of the Institute in Ireland in your capacity as a Trustee or a member of the Irish Council, Standing Committee, Section Committee or Ad Hoc Working Group;
- Receiving payment in respect of the provision of goods or services to the Institute in Ireland or to a third party who has a contract or partnership agreement with the Institute while continuing to be a member of (a) the Irish Council or (b) a Standing Committee or Ad Hoc Working Group which exercises functions relevant to the goods or services in question.

Where a person is found, following investigation, to have breached the Code of Conduct, sanctions may be applied ranging from a warning to removal from membership of the Institute in Ireland.

The investigative and decision making process relating to any alleged breach of the Code of Conduct will be undertaken in a way that is fair, transparent and equitable to all parties concerned. It may be necessary from time to time to appoint an external third party to investigate alleged breaches.

Where the President (as a Trustee or Chairperson of Council) or the Chairperson of the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group considers that there is prima facie evidence of a breach of the Code of Conduct they will adopt the following informal and then formal process. In most circumstances the approach will be to begin with the informal process and then move on, if necessary, to the formal process. However, the President will have the right, where he or she considers it appropriate, to move directly to the formal process.

3. Informal Process

The President (as a Trustee or Chairperson of the Council) or the Chairperson of the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group (referred to hereafter as “the Chairperson”) will meet directly with the person alleged to have breached the Code of Conduct and seek to resolve the issue with that person. The steps to be taken by the President or Chairperson are outlined below:

- Meet with the person and highlight the issue of concern.
- Present the issue factually and indicate the impact it is having, for example, on the other members of the relevant body or on the conduct of the business of the Institute in Ireland, as appropriate.
- Remind the person of the relevant requirement of the Code of Conduct and in what respect they are alleged to be in breach of it.
- Seek a response from the person and discuss as appropriate.
- Having considered the person’s response, decide that no further action is required.
- Where you decide that action is required, seek to reach agreement with the person on a satisfactory resolution of the issue.
- Make a written record of the meeting and confirm in writing any decision taken or agreement reached and have it signed off by both parties.

The implementation of the agreement should be monitored over an appropriate period, which should be specified in that agreement. If the matter has been satisfactorily resolved during that period the President or Chairperson, as appropriate, should meet with the person alleged to have breached the Code of Conduct to indicate that the matter has now been satisfactorily resolved and confirm this in writing. If the agreement has not been implemented satisfactorily during the appropriate period then the formal process should be initiated and the person so advised in writing. Where there is a serious breach of the agreement, the formal process may be initiated before the end of the appropriate period specified in that agreement.

If no agreement was reached during the informal process, the formal process should be initiated and the person advised of this in writing.

The Chairperson should immediately advise the President where no agreement was reached during the informal process or where there is a serious breach of any agreement reached during that process and request that the President initiate the formal process. The President has the right to initiate the formal process at any stage, whether requested to do so or not.

4. Formal Process

The formal process will be conducted by, or under the authority of, the President. The President has the right to appoint another member of the Council and/or an independent third party to work with him/her or to conduct the formal process on his/her behalf.

The investigative phase of the formal process should include the following steps:

- Review any documentation relating to the alleged breach of the Code of Conduct, including any documentation from the informal process and any written submissions made by any person.
- Meet with the relevant Chairperson to obtain his/her input and information on what steps have been taken to date by the Chairperson.
- Meet with the person who is alleged to have breached the Code of Conduct to hear his/her input and in particular his/her response to the alleged breach.
- Where necessary, conduct a further investigation into the matter and speak with relevant parties to ensure that the relevant facts have been collated and that relevant persons have had the opportunity to present their views.

The person or persons conducting the formal process will consider all the written and oral evidence and decide whether a breach of the Code of Conduct has taken place. Where they conclude that there has not been a breach, they will bring the formal process to a conclusion. Where they conclude that there has been a breach, they will consider what action to take or sanction, if any, to apply. When considering what action to take or sanction (if any) to apply, they shall take into account relevant factors, including but not limited to the following: the seriousness of the breach, whether it was a single event or involved multiple breaches, whether it was a repeat breach and the extent of the adverse impact on any person affected by the breach. They will then meet with the person who is alleged to have breached the Code of Conduct and advise him/her of the decision.

5. Accompanying Persons

The person who is alleged to have breached the Code of Conduct may be accompanied to any meeting by a representative who must not be in any way connected to the alleged breach. The person will be entitled to a statement of the allegations made against him/her and will be afforded a reasonable opportunity to respond to those allegations, orally and in writing.

The President, Chairperson or any person conducting the formal process may be accompanied to any meeting by another person who must not be in any way connected to the alleged breach.

6. Sanctions

Any of the following sanctions may be applied and should be notified in writing:

- Give the person a warning as to their future conduct.
- Require the person not to further breach of the Code of Conduct or, where appropriate, to remedy the breach and advise them that failure to comply with this requirement within a specified period may render the person liable to further sanction. The requirement may be subject to such terms and conditions as are considered appropriate.
- Suspend the person from membership of the Trustees, Irish Council/Management Committee/Standing Committee/Section Committee/Working Group or membership of the Institute in Ireland for a specified period of not more than four months.
- Remove the person from membership of the Trustees, Irish Council/Management Committee/Standing Committee/Section Committee/Ad Hoc Working Group.
- Seek the intervention of a third party to mediate and/or arbitrate on the matter.
- Remove the person from membership of the Institute in Ireland.

A decision to suspend or remove a person from membership of the Trustees, Irish Council, Management Committee or the Institute in Ireland will have effect only when ratified by the Irish Council by a two thirds majority of those members present and voting.

7. Appeals

A person alleged to have breached the Code of Conduct may appeal against the decision within ten working days of being notified of that decision. The appeal should be sent in writing to the President who will appoint a person or persons to consider the appeal. The person or persons appointed to consider the appeal should have had no involvement in the investigation of the original case. They will be free to consider the appeal in whatever way they consider appropriate, including but not limited to consideration only of written submissions or consideration of written and oral submissions.

8. Alleged Breach by the President or Chairperson

Where the President is alleged to have breached the Code of Conduct, the functions normally discharged by the President in respect of such a breach will be exercised by the Secretary and an independent third party will be appointed to conduct any formal process.

Where the Chairperson of the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group is alleged to have breached the Code of Conduct, the functions normally discharged by them in respect of the breach shall be discharged by the President or by a person appointed by him or her for that purpose.

1. As provided for in Article 8 of the Deed of Trust, the Trustees of the Institute shall comprise the following:
 - the current President,
 - the immediate past President
 - the current Vice President.
2. For the avoidance of doubt any of the holders of the above offices shall remain as a Trustee whilst they hold any of the above offices.
3. All Trustees shall meet once a year, at least one month prior to the AGM, to review those matters specified in Article 8.8 of the Rules appended to the Deed of Trust.
4. Notice of the meeting shall be issued by the Secretary at the request of the President.
5. The Secretary shall attend meetings of the Trustees and take minutes of their meetings.
6. The Secretary shall be custodian of all documents and records relating to the work of the Trustees.
7. The CEO shall attend at the invitation of the Trustees.
8. When reviewing the financial affairs of the Institute, the Trustees shall consider the adequacy of the arrangements for the investment of the Institute's reserves.
9. A summary of the Trustees' Report shall be included in the Annual Report.

ANNEX 10 STANDING ORDERS FOR THE IRISH COUNCIL

1 OFFICERS OF THE IRISH COUNCIL

As provided for in the Deed of Trust, there shall be five Officers elected by the Irish Council: a President, Vice President, Secretary, Financial Officer and Education & Training Officer. The Officers shall be elected annually by the Irish Council. Any serving Officer may be re-elected.

MEMBERS OF THE IRISH COUNCIL

As provided for in Article 2 of the Rules appended to the Deed of Trust, up to ten ordinary Members of the Irish Council shall be elected each year after the Annual General Meeting of the Institute.

The Chairpersons of the Eastern, Southern and Western Section Committees shall, having been nominated by their respective committees, also serve as members of the Irish Council for a period of one year. The Vice-Chairperson of Eastern Section, having been nominated by the Section Committee, shall serve as a member of the Council for a period of one year.

In addition, any member of the Chartered Institute of Logistics and Transport's International Council resident in Ireland shall be a member of the Irish Council.

2.4 In accordance with stipulations of the Revenue Commissioners, a maximum of two persons who are resident outside of the jurisdiction may serve on the Irish Council.

ELECTIONS TO COUNCIL

Elections to the Irish Council shall be conducted in accordance with the Electoral Rules annexed to this Handbook at Annex 19.

IRISH COUNCIL MEETINGS

4.1 The Irish Council shall hold no fewer than four meetings in each calendar year. The date for each meeting shall where practicable be agreed at the preceding meeting. A minimum of one Council meeting per year shall be held where practicable in each of the regions covered by the Eastern, Southern and the Western Sections.

1.1 The quorum for meetings of the Irish Council meetings shall be one-third, or where this is not a whole number, the next whole number above one third of the members of the Irish Council eligible to vote.

The President shall determine the beginning and end time, venue and agenda for such meetings, and the order in which each item of business on the agenda is dealt with at any particular meeting.

Any member of the Irish Council may request that an item be included in the agenda for a meeting; such member shall send notice of such request to the President at least 14 days prior to the date of the meeting.

At least seven days before an Irish Council meeting, the CEO shall send a notice informing the Council of the time, date and venue of the next meeting. The notice shall normally contain the minutes of the preceding meeting, an agenda stating the business to be transacted at the meeting and documentation for consideration at the meeting.

Copies of all reports and other documents referred to or to be read with the agenda shall be sent by email or other electronic means, with a hard copy circulated to members on request, not later than seven days before the relevant meeting of the Irish Council and shall also be available at the meeting.

All agendas and minutes of meetings of the Irish Council shall be published on that section of the website of the Institute in Ireland which is accessible to Members, in the password-protected section.

Any proposal by a Standing Committee, Section Committee or Ad Hoc Working Group which has actual or potential financial, staffing or other implications for the Institute in Ireland shall be referred to the Management Committee for consideration prior to its implementation or its submission to Council for approval, save where it already has prior Council approval in respect of such resources. Where the Management Committee and the Standing Committee/Section Committee/Ad Hoc Working Group cannot reach agreement, the proposal shall not be implemented and shall be submitted to Council for decision. Where a proposal which has actual or potential resource implications is being submitted to Council, it may be accompanied by the views of the Management Committee.

The Irish Council may adopt its own rules of procedure, subject only to compliance with the provisions of the Governance Handbook. The current rules of procedure adopted by the Council are at Annex 23.

DECISIONS OF THE IRISH COUNCIL

The minutes of meetings of the Irish Council shall record the names of those members and persons present, those members who apologised for absence and the time and duration of the meeting. Where the documentation for the relevant agenda item provides sufficient context, the minutes shall only record the decision taken. In all other cases, the minutes shall record the decision taken and brief background information to provide the context for that decision.

The normal practice of the Irish Council is to reach decisions by consensus unless the President or a majority of the members present decide otherwise. In the event of an equality of votes, the President shall have a casting vote in addition to the vote to which he/she is otherwise entitled.

Where a decision has been taken, and a member or members of the Irish Council wish to have the matter reconsidered at a subsequent Irish Council meeting then:

- (a) a motion proposed by the member and seconded by another member requesting reconsideration shall have been circulated at least 14 days before the Irish Council meeting takes place;

- (b) the President shall request the Irish Council to vote on whether or not the matter shall be discussed again;
- (c) if the Irish Council votes not to discuss the matter again, then it shall not be discussed again during the term of the current Irish Council;
- (d) if the Irish Council votes to discuss the matter again, then any decision taken by the Irish Council during that discussion is final and that decision may not be further reconsidered during the term of the current Irish Council.

Once approved, the minutes of the Irish Council meetings shall be archived and available electronically in the password-protected section of the Institute in Ireland website, accessible to Members.

At the beginning of each meeting, the minutes will be taken as read, and then be considered and approved by that meeting, with or without amendment. Until approved, no discussion shall be allowed on the minutes except as to their accuracy. The minutes so approved shall then be deemed to be a true record of the proceedings to which they relate and shall be signed by the President.

Except as agreed otherwise, decisions of the Irish Council shall normally be communicated to interested parties by the CEO or someone delegated by him/her to do so. The position of the Institute in Ireland on any matter may be disclosed to the media only by the President, the CEO (or a person so authorised by either of them), and shall be reported to the Irish Council at a subsequent meeting.

5.7 Between meetings, the Irish Council may make decisions by written procedure.

ATTENDANCE BY STAFF AT MEETINGS OF THE IRISH COUNCIL

- 6.1 The CEO (or in his/her absence the acting CEO) shall be in attendance at all meetings of the Irish Council.
- 6.2 Other members of staff may be invited to attend all or part of meetings, at the discretion of the President, and shall attend when so invited.
- 6.3 Any member of staff, including the CEO, may be requested by the President to withdraw from all or part of an Irish Council meeting.

REPRESENTATION OF THE INSTITUTE IN IRELAND AT MEETINGS OVERSEAS

The Institute in Ireland shall normally be represented at Annual International Council meetings by the President and the CEO, except in circumstances where one or neither can attend and in such case the President may appoint substitutes to attend in their absence. The attendance of additional members (save for substitutes) shall be subject to prior approval by the Irish Council.

Where a member of Irish Council or the CEO has been appointed by the International Council to any relevant international committee, he or she may attend meetings of such committee and shall report back to the Irish Council.

The Institute in Ireland shall arrange and maintain a travel insurance policy in the name of the Institute in Ireland to provide appropriate cover for designated members of the staff of the Institute in Ireland, the Irish Council, Standing Committees, Section Committees and Ad Hoc Working Groups who are required to travel overseas on the business of the Institute in Ireland. The level of cover provided shall be reviewed and approved annually by the Irish Council.

ANNEX 11 STANDING ORDERS FOR THE MANAGEMENT COMMITTEE

1. The Management Committee shall meet at least six times a year. Meetings may be conducted in person or by electronic means. Between meetings the Management Committee may make decisions by written procedure.
2. The CEO (or in his/her absence the acting CEO) shall attend all Management Committee meetings and shall act as Secretary.
3. A quorum for a Management Committee meeting shall comprise any three members.
4. The CEO shall take minutes of all meetings and it shall be his/her responsibility to record all decisions of the Management Committee.

ANNEX 12 STANDING ORDERS FOR STANDING COMMITTEES

1. Any Member may be nominated by the President to serve on any of its Standing Committees, subject to approval by the Irish Council. Appointments to Standing Committees shall be for a period of one year unless otherwise decided by the Irish Council or provided for in Standing Orders. When making appointments to Standing Committees, it is important to ensure reasonable continuity from one year to another and to provide for a reasonable turnover of members. Persons may be reappointed. A person may be removed at any time by the Irish Council from membership of a Standing Committee for stated reasons.
2. Each Standing Committee shall be made up of a Chairperson and not more than nine ordinary members and not less than three ordinary members. The Chairperson shall be a member of the Irish Council and shall provide a written report to the CEO on the current activities of the Standing Committee in good time to enable its circulation not less than seven days before the relevant meeting of the Irish Council. The Chairperson shall also keep the Management Committee informed of any significant developments which arise between Council meetings, particularly any matters which may have resource implications or constitute a risk for the Institute.
3. Each Standing Committee shall restrict its activities and discussions to the mandate set out in the Governance Handbook or as otherwise decided by the Irish Council. It shall also endeavour to ensure, insofar as appropriate, a continuity of policy from one year to another.
4. All Members are eligible to serve as members of Standing Committees. Once a year the CEO shall issue a notice to Members by email or other electronic means inviting expressions of interest from those who wish to serve on Standing Committees.

5. A Vice Chairperson shall be elected by the Committee. The Vice Chairperson shall chair the Committee in the absence of the Chairperson and report to the Irish Council in accordance with clause 2 above. Where the Chairperson is unable to serve for a period, the Irish Council may request the Vice Chairperson to assume the role of Chairperson until his/her return. Alternatively the Council may appoint another person to be Chairperson *pro tem* until the Chairperson returns or it may appoint a new permanent Chairperson.
6. Each Standing Committee shall hold at least four meetings per year. Meetings will normally be timed to allow the Chairperson to report to the Irish Council in accordance with Clause 2 above. Meetings may be conducted in person or by electronic means. Between meetings a Standing Committee may make decisions by written procedure.
7. The CEO of the Institute in Ireland shall as far as practicable attend meetings of the Standing Committees and he or she may designate members of staff to attend all or particular meetings of a Standing Committee.
8. The quorum for meetings shall be three members.
9. The date, venue and times of meetings shall be set at the preceding meeting where practicable. The Chairperson shall prepare an agenda and shall arrange for this and a notice of the meeting to be sent to each Standing Committee member and to the Institute in Ireland's CEO at least seven days prior to meetings.
10. The minutes of a meeting will normally be kept by the Chairperson of that meeting and will form the basis of his/her report to the relevant meeting of the Irish Council. Copies of the minutes shall be forwarded to the CEO by the Chairperson who shall maintain a file of the Standing Committee's minutes.
11. In general the members of the Committee should be experienced Members drawn from a wide cross section of the industry. The Committee may also draw upon the services of any other Members to assist in its work. In particular use should be made of Members with expertise in specific branches of the logistics and transport industry. Such members who assist the Standing Committee may attend meetings and participate in debate but shall not be entitled to vote.
12. Members of a Standing Committee shall comply with the requirements in relation to conflict of interest set out in this Handbook.
13. Each Standing Committee shall put in place effective co-ordination and liaison arrangements with other Standing Committees and Departments of the Institute in Ireland.
14. Any Standing Committee may decide to establish a sub-committee to undertake a specific task(s). This sub-committee shall act in accordance with these Standing Orders and with the relevant Committee-specific Standing Orders, as if it was a Standing Committee itself.
15. In advance of consideration of the annual budget by the Irish Council, each Standing Committee shall submit a paper to the Management Committee and the Irish Council setting out:
 - its proposed work programme for the following year;
 - its estimate of the likely expenditure required to deliver individual items of its proposed work programme;

- its request for administrative and/or research support to deliver the proposed work programme, together with an estimate of the likely cost;
- any other matters it considers appropriate.

16. When the annual budget has been approved, the Standing Committee shall, if necessary, revise its annual work programme in the light of the financial and other resources allocated to it and of any directions or recommendations from the Irish Council as to programme priorities or content.

17. Each Standing Committee shall consider with the CEO the arrangements for the implementation of its annual work programme, including the respective roles of Committee members and staff of the Institute in undertaking specific elements of the work programme. The allocation of staff to undertake work on behalf of a Standing Committee is at the discretion of the CEO.

ANNEX 13 STANDING ORDERS FOR THE POLICY COMMITTEE

1. The Policy Committee shall:

- a. prepare policy documents, in such formats as it considers appropriate, and submit them to the Irish Council for approval as policy of the Institute in Ireland;
- b. promulgate approved Institute policy;
- c. maintain an active dialogue with government and public bodies with a view to influencing public policy as it affects logistics and transport;
- d. make written and oral submissions to government, regional and local authorities or any other public or private body, on behalf of the Institute in Ireland, in response to public consultations or on its own initiative;
- e. conduct, commission or support research relevant to the mission of the Institute in Ireland, including the provision of financial or other assistance to students undertaking relevant research;

- f. co-operate with governmental, educational, research and professional bodies in the development and promulgation of logistics and transport policy and research;
 - g. promote dialogue on logistics and transport policy issues through the publication of policy documents, the promotion or holding of public meetings, conferences, seminars or other appropriate fora and the use of internet-based communications media;
 - h. keep Members informed of developments in Institute policy and of other policy and research matters relevant to logistics and transport.
2. Where a submission to a government or other body involves a significant modification to existing Institute policy or creates significant new policy, the Committee shall seek the prior approval of the Irish Council, by written procedure if necessary. In all other circumstances the Committee may make submissions on its own initiative. Copies of all written submissions made by the Committee shall be copied to the Irish Council as soon as possible.
 3. The Committee shall maintain an active dialogue with the Section Committees, Business Development Committee, Membership Development Committee and Education and Training Committee in relation to the performance of its functions. Particular attention should be given to the identification of issues which provide an opportunity to raise the public profile and influence of the Institute in Ireland on logistics and transport policy issues. The identification of such issues should be primarily policy-driven rather than PR-driven. The hosting of public events should always be coordinated through the Business Development Committee.
 4. Consideration should be given to possible ways in which policy and research work might support the education and training mandate of the Institute in Ireland. Opportunities should be sought to enable the Sections host and organise public events relevant to the policy and research work programme. Committees and the Sections should be consulted on relevant policy and research work.

ANNEX 14 STANDING ORDERS FOR THE EDUCATION AND TRAINING COMMITTEE

1. The Education and Training Committee shall:
 - a) Advise the Irish Council on all matters relating to education and training;
 - b) Develop, ensure the implementation of, promote a greater understanding of and regularly review standards for all educational and training courses provided by, or on behalf of, the Institute or accredited by it, including standards relating to course content and teachers/lecturers;

- c) Assist in developing textbooks, course materials and e-learning resources that third level educational institutions and other education and training providers can integrate into their own courses;
- d) Research the educational and training needs of different segments of the logistics and transport industry and work with education and training providers to meet those needs, up to and including degree level;
- e) Develop and secure the implementation of a continuing development programme and lifelong learning courses for Members and the wider logistics and transport industry;
- f) Provide a pathway to support and assist Members and potential members who have already undertaken basic management and practical operational skills courses to attain additional certificate, diploma and higher level educational qualifications;
- g) Research and secure the implementation of e-learning and web-based education and training for the logistics and transport industry;
- h) Identify and work to secure appropriate funding mechanisms, such as government or philanthropic assistance, to support the improved provision of education and training in logistics and transport;
- i) Co-operate, where practical and appropriate, with CILT International and other members of the CILT family and other professional bodies to increase the provision and improve the standard of education and training for the logistics and transport industry;
- j) Collaborate with third level educational institutions and with relevant education and training bodies, as appropriate, to assist the effective discharge of the Institute in Ireland's education and training mandate;
- k) Ensure that Key Knowledge Areas required for each category of membership are included in education and training courses provided by or on behalf of the Institute in Ireland;
- l) Develop and implement a robust process for the consideration of grievances related to education and training activities of the Institute and review its effectiveness at regular intervals;
- m) Oversee the provision by the Institute in Ireland of services to CILT International in relation to education and training.

2. The Education and Training Committee shall maintain an active dialogue with Section Committees, the

Policy Committee, the Business Development Committee and the Membership Development Committee

in relation to the performance of its functions. In particular, it shall work with the Policy Committee to build

and sustain relationships with third level educational institutions and shall take particular account of the

views of the Membership Development Committee as they relate to criteria for membership and the

interests of Members. Education and training award ceremonies and other events should always be co-

ordinated through the Business Development Committee.

ANNEX 15: STANDING ORDERS FOR THE BUSINESS DEVELOPMENT COMMITTEE

1. The Business Development Committee shall invite inputs from, and consult with, the Section Committees, Standing Committees and Ad Hoc Working Groups when preparing a Business Plan for the Institute in Ireland. It shall also undertake this function in close liaison with the Management Committee and the CEO.
2. The Business Development Committee shall liaise with the Section Committees when discharging its functions in relation to events and marketing.
3. The Business Development Committee shall liaise with the Education and Training Committee and the Policy Committee in relation to functions or events being planned by those Committees. It shall also liaise with the Membership Development Committee concerning the interests of Members.
4. The Business Development Committee shall maintain and communicate a register of events to the Head Office of the Institute in Ireland to avoid conflicts or clashes.
5. The Business Development Committee shall oversee the development of the Institute in Ireland's website as a key information resource and communications tool.

ANNEX 16 STANDING ORDERS FOR THE MEMBERSHIP DEVELOPMENT COMMITTEE

1. The Membership Development Committee shall prepare, and from time to time review, guidelines for the assessment of applications for membership of the Institute Ireland which shall also set out criteria to determine the appropriate grade of membership to be offered.
2. A proposal to the Irish Council for the award of a fellowship shall be accompanied by a short report setting out the reasons for the proposal and providing brief background information on the person's expertise, experience, education and training.
3. The Membership Development Committee shall liaise with the Education and Training Committee and the Business Development Committee in discharging its function of representing the interests of Members. It shall also consult with Section Committees in relation to the discharge of that function.
4. The Membership Development Committee shall maintain general oversight of the work of the Women in Logistics and Transport Group, the Young Professionals Group and any other Special Interest Group, co-ordinate the submission of budgetary and other resourcing requests on their behalf and ensure that Standing Committees, Section Committees and Ad Hoc Working Groups take account of their views.

ANNEX 17 STANDING ORDERS FOR THE AUDIT COMMITTEE

1. The Audit Committee shall be comprised of not less than two external members (one of whom shall be the chairperson) and one member of Council who is not an Officer. An “external member” is a person who is not a member of the Irish Council or its Standing Committees or Ad Hoc Working Groups or of the staff of the Institute in Ireland and who may or may not be a member of the Institute in Ireland. Members of the Audit Committee shall have proven experience in one of the following areas: finance, management or regulation. To provide for continuity, the term of office of the external members shall normally be not be less than three years, save that one or more of the members of the first Audit Committee may be appointed for a shorter period.
2. The chairperson, or another nominee of the Audit Committee, shall have the right to meet the Irish Council at his/her request. Where there is disagreement between the Council and the Audit Committee which cannot be resolved after an adequate period of discussion, the Audit Committee shall have the right to refer the matter to the Annual General Meeting and/or to the Trustees. The chairperson or another nominee of the Committee shall have the right to attend, speak and answer questions at the AGM.
3. Staff of the Institute in Ireland and members of the Irish Council, the Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups shall co-operate with the Committee and the internal auditor, including but not limited to, meeting with them, responding to them in writing and providing information, data and documentation requested.
4. The Audit Committee shall be provided with sufficient resources to enable it effectively discharge its functions. Subject to an annual budgetary limit and to compliance with the relevant procedures of the Institute in Ireland, the Committee shall be empowered to obtain independent advice and assistance in the discharge of its functions.
5. The Audit Committee shall:
 - a) Monitor and review the effectiveness of the Institute’s financial control, internal control and risk management systems;
 - b) Oversee the drafting of, and submit to the Irish Council for approval, an internal audit charter for the Institute in Ireland;
 - c) Monitor and review the establishment and retention of an effective internal audit function for the Institute in Ireland;
 - d) Approve the appointment of any internal auditor;

- e) Approve an annual or multi-annual internal audit plan based on a robust risk analysis;
- f) Monitor and review the implementation by the Institute of internal audit recommendations;
- g) Meet privately at least annually with the external auditor to discuss any relevant matters arising from the statutory audit or otherwise;
- h) Review the findings and recommendations of the external auditor as set out in the management letter and monitor and review the implementation by the Institute in Ireland of those recommendations;
- i) Approve any proposal to appoint the external auditor to undertake non-audit work;
- j) Monitor and review compliance by the Institute in Ireland with statutory requirements;
- k) Provide regular progress reports to the Irish Council;
- l) Report to the Irish Council, Trustees and the Annual General Meeting on any matter appropriate to their functions which the Committee considers requires action and/or make recommendations as to the action that needs to be taken or otherwise;
- m) Annually review these Standing Orders and, where appropriate, make recommendations for changes to the Irish Council.

ANNEX 18 GUIDELINES FOR PAYMENT OF EXPENSES

1. Reasonable out-of-pocket expenses incurred in the performance of his or her duties by a member of the Irish Council, the Management Committee, a Standing Committee, a Section Committee or Ad Hoc Working Group, a member of staff or a person assisting the work of the Institute in Ireland shall be paid by the Institute in Ireland.
2. Where significant expenditure (in excess of €200) is likely to be incurred, the prior approval of the CEO shall be obtained.
3. Expenses shall be vouched for by receipts, claimed within a reasonable period of being incurred and paid in accordance with guidelines prepared from time to time by the CEO and approved by the Irish Council.

ANNEX 19 RULES FOR THE CONDUCT OF ELECTIONS TO THE IRISH COUNCIL

The Deed of Trust of the Institute in Ireland contains the following provisions in relation to the election of Corporate Members to the Irish Council.

Rule 2.1.(g) Up to ten corporate members.... shall be elected by the corporate members.

Rule 2.5 The Secretary to the Council shall forward notice to the members concerned as soon as possible after the Annual General Meeting informing them of the officers and Section representatives appointed to the Irish Council for the ensuing year. He shall, at the same time, invite nominations (with the acceptance of the nominee to be endorsed thereon) to fill the vacancies on the Irish Council under clause 2.1. (g) above. Such nominations, to be valid, shall be returned to reach the Secretary to the Council not later than the 15th August in each year. Should more than ten candidates be nominated, ballot papers will be issued before the 31st of August to those entitled to vote. Only properly completed ballot papers returned to and received by the Secretary to the Council not later than the 15th September shall be valid.

These Rules apply to the election of Corporate Members to the Irish Council as provided for in the Deed of Trust.

CHAPTER 1 – GENERAL

1. METHOD OF ELECTION

The Electoral System

In case an election is contested, the poll shall be taken according to the principle of “first past the post” to fill ten seats on the Council for the year beginning 1st October. The candidate with the highest number of votes shall be elected to the first seat, the candidate with the second highest shall take the second seat and so forth until all ten seats on Council have been filled.

Manner of Voting

Each member whose name is on the electoral roll shall be entitled to vote by sending his/her ballot paper by post to the Returning Officer. Voting shall be by secret ballot. An elector shall vote by placing an X opposite the name of each of his/her preferred candidates up to a maximum of 10 candidates.

2. TIME FOR ELECTION

The latest date for the receipt of the nominations of candidates at the election shall be in accordance with the Rules appended to the Deed of Trust. Should the election be contested, ballot papers shall be issued to the electors as soon as possible after the latest date for nominations and the poll shall close not later than

the date specified in the said Rules. The counting of votes shall commence as soon as practicable after the close of the poll.

3. PERIOD OF SERVICE OF COUNCIL MEMBERS

The period of service of the Irish Council members elected in accordance with these rules shall not exceed one year from the first day of October after the close of the poll at the election.

4. MANNER OF VOTING

An elector shall be entitled to vote by sending his/her ballot paper to the Returning Officer (by hand or by post) in accordance with these rules and shall not be entitled to vote in any other manner.

5. ELECTORAL ROLL

- a. Every paid up member in the grades of Chartered Fellow and Chartered Member ("Corporate Members") as at 31st May in the electoral year shall be entitled to have their name entered on the electoral roll.
- b. An electoral roll containing the names of all qualified members shall be prepared by the Chief Executive and shall be submitted to the Irish Council for approval not later than 30th June. It shall be accompanied by a report containing the names of the persons proposed to be removed from membership and the reason for such removal, whether arising from non-payment of the membership fee or removal from membership in accordance with the provisions concerning breaches of the Code of Conduct. The Irish Council may ratify such removals under the powers given to it in Clause 4 of the Deed of Trust. The approved electoral roll shall be available for inspection at the office of the Institute in Ireland.
- c. Every person whose name is on the approved electoral roll and no other person shall be entitled to vote at an election.

6. RETURNING OFFICER

- a. The Returning Officer shall be the Secretary to the Council.
- b. The Chief Executive shall be responsible for arranging to have the Returning Officer trained in his/her duties prior to taking up the post.
- c. It shall be the duty of the Returning Officer to conduct the election in accordance with these rules, to ascertain and declare the results of such election and furnish to the Irish Council a return of the persons elected.
- d. A Returning Officer may appoint one or more deputy returning officers should he/she consider it necessary for the purpose of effectively discharging any or all of his/her duties under these rules and references in these rules to the "Returning Officer" shall, where appropriate, be construed as a reference to the Returning Officer or to a person appointed as Deputy Returning Officer.
- e. The Returning Officer or any person appointed by him/her for any purpose relating to the election shall not be a candidate at the election and shall not be associated in furthering the candidature of a candidate at the election.

7. **NOTICE OF ELECTION**

The Secretary to the Council shall, as soon as practicable after the Annual General Meeting arrange to have a "Notice of Election" notified to all members on the electoral roll by means of email or other electronic means, or by post where a person so requests in writing, and by posting the notice on the official CILT website.

The notice shall state:

- a. the identity of the Returning Officer;
- b. that the latest time for receiving nominations is 15th August;
- c. the times and place at which nomination papers may be obtained;
- d. the times and place at which nomination papers may be delivered (by hand or by post) to the Returning Officer.

CHAPTER 2 - NOMINATION OF CANDIDATES

8. **NECESSITY FOR NOMINATION**

A person shall not be entitled to have his/her name inserted in a ballot paper as a candidate unless he/she has been nominated in the manner provided for by these rules and his/her nomination paper has been ruled as valid by the Returning Officer.

9. **NOMINATION OF CANDIDATES**

Every person whose name is on the electoral roll shall be entitled to be nominated as a candidate at the election.

Any two persons whose names are on the electoral roll shall be entitled to nominate a person to be a candidate at the election.

Each candidate shall be nominated by a separate nomination paper in the form specified for this purpose in Appendix A and shall indicate his/her consent to nomination by his/her signature thereon.

Each candidate may submit with the nomination paper a biography (not exceeding 50 words) for publication with the notice of Poll when there are more than ten candidates nominated.

10. **DELIVERY OF NOMINATION PAPERS**

Every nomination paper shall be delivered, by hand or by post, to the Returning Officer by the candidate or one of his/her nominators at the office of the Institute in Ireland and before the latest time for receipt of nominations.

11. **RULING ON VALIDITY OF NOMINATION PAPERS**

- a. The Returning Officer shall rule on the validity of each nomination paper as soon as practicable after its delivery to him/her and may rule that it is invalid if, in his/her opinion:
 - it is not properly completed or signed;
 - the candidate purported to be nominated thereby is not eligible for election;
 - the nominators are, or either of them is, not qualified to nominate.
- b. When the Returning Officer has ruled on the validity of a nomination paper, he/she shall put a note of his/her decision on the nomination paper. If the Returning Officer rules that the paper is invalid, a statement of the reasons for so ruling shall be included. The Returning Officer's decision shall be final.
- c. As soon as practicable after ruling on the validity of a nomination paper, the Returning Officer shall give, by email or other electronic means or by post, notice in writing of the ruling to the candidate.
- d. Every person in respect of whom a nomination paper has been determined to be valid shall stand validly nominated as a candidate. A person standing as a candidate, having been nominated validly, may withdraw his/her candidature by advising the Returning Officer in writing not later than the closing time for receipt of nominations.

12. **PROCEDURE AFTER NOMINATIONS**

If at 12 noon on the latest date for receiving nominations –

- a. the number of candidates standing nominated is equal to or less than the number of members to be elected, the Returning Officer shall forthwith declare the candidates standing nominated to be elected and shall return their names to the Irish Council
- b. the number of candidates standing nominated exceeds the number of members to be elected, the Returning Officer shall take a poll in accordance with these rules.

13. **NOTICE OF POLL**

The Returning Officer shall, as soon as practicable after he/she has ruled on the validity of all nomination papers, cause a notice to be displayed in the same manner as the Notice of Election stating the names of the persons nominated in ballot paper order and the names of their nominators and their submitted biography (not exceeding 50 words) and stating that a ballot paper will be issued before the 31st August which will have to be returned and received by the Returning Officer by the 15th September. The Notice of Poll shall remain on the official CILT website until the conclusion of the election.

14. **PRESENCE AT ELECTION PROCEEDINGS**

- a. Only the Returning Officer, the Deputy Returning Officer(s) (if appointed) and the Chief Executive may be present at the issue of ballot papers to the electorate.
- b. The Returning Officer shall be present at the opening of the ballot box and at the counting of votes.

- c. Two Invigilators, appointed by the Irish Council, but who are not members of the Institute in Ireland, shall be present at the opening of the ballot box and at the counting of votes.
- d. Candidates may attend at the counting of votes or may be represented by another member whose name he/she has notified in writing to the Returning Officer.

CHAPTER 3 - THE POLL

15. METHOD OF VOTING

- a. Where a poll is to be taken, the Returning Officer shall send by post to each elector whose name is on the electoral roll a ballot paper and a receipt therefor (each of which shall be in the form specified for this purpose in Appendix B) and the elector shall vote by marking his/her ballot paper in secret and returning it together with the receipt, duly signed, to the Returning Officer so as to reach him/her before the time fixed for the close of the poll.
- b. The ballot paper shall be in the form specified for this purpose in Appendix B and shall be prepared in accordance with the following instructions:
 - (i) Each paper shall contain the name and grade of every nominated candidate. The names shall be arranged randomly as shall be determined by lot by the Returning Officer.
 - (ii) The back of the ballot paper shall be endorsed with a unique number.
 - (iii) The list of candidates shall be arranged in one continuous column. Each candidate shall be given the same amount of space on the paper.

16. ISSUE OF BALLOT PAPERS

- a. Each ballot paper issued shall be marked with an official mark (the Seal of the Institute in Ireland) so as to be visible on both sides of the paper and name of the elector as stated in the electoral roll shall be called out, and a mark shall be placed in a copy of the roll opposite the name of the elector to denote that a ballot paper has been issued to the elector.
- b. The Returning Officer shall place and seal in an envelope addressed to the elector:
 - (i) the ballot paper;
 - (ii) the form of receipt;
 - (iii) an envelope (in these rules referred to as a "covering envelope") addressed to the Returning Officer; and
 - (iv) a smaller envelope marked "Ballot Paper Envelope";and shall effectively close the first-mentioned envelope.
- c. All envelopes addressed to the electors shall be counted and the number of them recorded and the Returning Officer shall immediately forward such envelopes for delivery to the persons to whom they are addressed.
- d. The Returning Officer shall post the election material to the last known address of the elector.

- e. The Returning Officer, as soon as may be practicable after the completion of the issue of the ballot papers, shall seal up in separate packets the following items:
 - (i) the marked copy of the electoral roll; and
 - (ii) any unused ballot papers.

17. PROVISION OF A BALLOT BOX

- a. The Returning Officer shall provide a ballot box for the reception of the covering envelopes when returned by the electors.
- b. The ballot box shall, at the time of the issue of the ballot papers, be shown open and empty to the persons present, and shall be locked and sealed with the mark of the Returning Officer who shall make provision for the safe custody of such ballot box.

18. ENVELOPE TO BE PLACED IN THE BALLOT BOX

- a. The Returning Officer or any person appointed by him/her for this purpose shall, immediately on receipt of covering envelopes, place them unopened in the ballot box referred to in Rule 17.

19. ENVELOPES TO BE TREATED AS COVERING ENVELOPES

If the Returning Officer receives, before the close of the poll, an envelope other than a covering envelope and finds therein any document which it would have been appropriate to send to him/her in a covering envelope, he shall:

- a. close the envelope securely;
- b. endorse thereon, and sign, a statement that the envelope has been closed by him/her with the contents intact;
- c. place the closed envelope in a ballot box;
- d. thereafter treat the envelope as a covering envelope.

Any reference in these rules to a covering envelope shall be construed as including a reference to an envelope which has been dealt with by the Returning Officer in accordance with this rule.

CHAPTER 4 - THE COUNTING OF THE VOTES

20. PLACE AND TIME FOR THE COUNTING OF THE VOTES

The Returning Officer shall appoint the office of the Institute in Ireland as the place at which he/she will count the votes and shall provide suitable accommodation and all furniture and equipment necessary for counting the votes in accordance with these rules and shall make adequate arrangements for the safe custody of the ballot papers and other documents relating to the election concerned.

The Returning Officer shall notify candidates of the place, date and time of the counting of the votes.

21. **PROCEDURE AT THE COUNTING OF VOTES**

- a. At the time fixed for the counting of votes the Returning Officer shall forthwith open the ballot box and extract and deal with the contents thereof in accordance with these rules.
- b. The ballot box shall be opened by the Returning Officer in the presence of the Invigilators.
- c. When the ballot box has been opened, the Returning Officer shall extract the covering envelopes and count and record the number of envelopes so extracted.
- d. The Returning Officer shall then open each covering envelope separately, examine the receipt, and extract the ballot papers and count and record the number of ballot papers.
- e. The Returning Officer, while counting the ballot papers, shall cause the said papers to be kept face upwards and shall take due precautions to prevent any person from seeing the numbers printed on the back of the ballot papers.
- f. If the receipt is found to be duly signed, he/she shall place the receipt and the ballot paper envelope in separate receptacles or, if the ballot paper is not contained in a ballot paper envelope, he/she shall place the receipt in the appropriate receptacle and shall place the ballot paper, without unfolding it, in a ballot box provided in accordance with Rule 17.
- g. If he/she is not satisfied that the receipt has been duly signed, he/she shall endorse the receipt "Rejected" and shall attach thereto the ballot paper envelope, without opening such envelope, or, if there is no such envelope, the ballot paper.
- h. Where a receipt does not appear to accompany the ballot paper envelope, the Returning Officer shall open the envelope, and if it is found to contain the receipt, he/she shall deal with such receipt and ballot paper in accordance with this rule.
- i. Any receipt not accompanied by a ballot paper, and any ballot paper not accompanied by a receipt, shall be marked "Rejected".
- k. Where a ballot paper and receipt are received together, the ballot paper shall not be rejected solely on the ground that the ballot paper and receipt were, or either of them was, not placed in the proper envelope or that such envelope was not closed.

22. **REJECTED RECEIPTS**

- a. The Returning Officer shall on a request being made by a candidate or an Invigilator show to the person any receipt which he/she is rejecting on the ground that it has not been duly signed.
- b. The Returning Officer shall keep all rejected receipts with the attached envelopes or ballot papers, as the case may be, separate from all other documents.

23. **BALLOT PAPERS TO BE PLACED IN BALLOT BOX**

- a. When the covering envelopes in the box have been opened and their contents dealt with under the preceding rules, the Returning Officer shall open each unopened ballot paper envelope (other than the ballot paper envelopes referred to in Rule 21g) and place the ballot paper, without unfolding it, in the ballot box previously shown empty to the persons present.

- b. The Returning Officer shall then mix together the whole of the ballot papers and shall forthwith proceed to count the votes.

24. **SCRUTINY OF THE BALLOT PAPERS**

The Returning Officer shall cause the ballot papers to be scrutinised by the Invigilators for the purpose of discovering any papers liable to be rejected as invalid and shall ascertain and record the number of votes given to each candidate.

25. **INVALID BALLOT PAPERS**

- a. Any ballot paper:
 - (i) which does not bear the official mark,
 - (ii) on which no vote has been cast,
 - (iii) on which more than ten votes have been cast,
 - (iv) on which anything is written or marked which is in the opinion of the Returning Officer calculated to identify the elector,

shall be invalid and not counted, but the ballot paper shall not be invalid by reason only of carrying the words 'one', 'two', 'three' and so on or any other mark which in the opinion of the Returning Officer clearly indicates a preference or preferences.

- b. The Returning Officer shall endorse 'invalid' on any vote which is not to be counted.
- c. The Returning Officer may endorse on any ballot paper which he/she does not reject as invalid an indication of his/her decision without interfering without any mark placed by the elector on the ballot paper.

26. **LISTING OF CANDIDATES**

The Returning Officer shall then list the candidates in descending order according to the number of votes recorded for each candidate. The candidate with the highest number of votes will be deemed elected to the first seat and so on in descending order until all ten seats are filled. Where two or more candidates have an equal number of votes the Returning Officer shall determine by lot the order in which the names will be recorded on the list.

'determine by lot' means determine in accordance with the following directions. The names of the candidates concerned having been written on similar slips of paper, and the slips having been folded so as to prevent identification and mixed and drawn at random, the names of the candidates shall be placed on the list in the order in which the names have been drawn.

Where there is a tie for the final seat or seats, the final seat or seats shall be filled in the same manner by drawing lots.

CHAPTER 5 - RULES FOR THE RECOUNTING OF VOTES

27. **RECOUNT**

- a. Any candidate may, at the conclusion of the count, request the Returning Officer to re-examine and recount all or any of the papers dealt with during the count and the Returning Officer shall forthwith re-examine and recount such papers accordingly without making any alterations in the arrangement of the papers in the various parcels. Nothing in this paragraph shall make it

- obligatory on the Returning Officer to re-examine or recount the same parcel of papers more than once.
- b. The Returning Officer may at his/her discretion recount papers either once or more often in any case in which he/she is not satisfied as to the accuracy of any count.
 - c. Where an error is discovered, the Returning Officer shall, where necessary, amend any results previously announced by him/her.

CHAPTER 6 - RESULT OF ELECTION

28. DECLARATION OF RESULT OF THE POLL

On the completion of the counting of the votes, the Returning Officer shall declare the candidates with the highest number of votes to be elected to the ten seats.

29. NOTICE OF RESULT OF ELECTION

- a. The Returning Officer shall give notice of the names of the candidates elected and, in the case of a contested election, of the total number of votes given for each candidate, whether elected or not.
- b. The Returning Officer shall send a copy of the notice referred to in Paragraph a. to the Chief Executive, the Irish Council and each candidate.

30. DECISION OF RETURNING OFFICER

The decision of the Returning Officer, whether expressed or implied by his/her acts, on any question which arises in relation to the exclusion of any candidate under Rule 11 or in relation to any ballot paper shall be final.

31. RETENTION AND DISPOSAL OF DOCUMENTS

- a. On the completion of the counting of the votes, the Returning Officer shall place in separate sealed packets:
 - (i) the counted ballot papers,
 - (ii) the ballot papers rejected at the counting of the votes,
 - (iii) the unused ballot papers,and shall mark on each packet particulars of its contents.
- b. The Returning Officer shall also place in separate sealed packets:
 - (i) the marked copies of the electoral roll,
 - (ii) the candidates' nomination papers, whether valid or invalid,and shall mark on each packet particulars of its contents.
- c. the Returning Officer shall retain the packets referred to in the foregoing Paragraphs and in Rule 16e for a period of six months after the close of the poll and, unless otherwise directed by a court, shall then cause the documents contained therein to be destroyed.
- d. The Returning Officer shall not allow anybody to inspect the documents referred to in Paragraphs b. and c. of this Rule or in Rule 16e except on the order of a court.
- e. Where covering envelopes are received by the Returning Officer after the close of the poll, or where any envelopes addressed to electors are returned

as undelivered, the Returning Officer shall not open such envelopes and shall seal such envelopes up into a separate sealed packet.

Appendix A

NOMINATION PAPER FOR ELECTION TO THE IRISH COUNCIL
(Front of Form)

1. We hereby nominate the person named under as a candidate for election:
(Please use BLOCK LETTERS)

Name of Candidate _____

Grade _____

Signature _____ of _____ Nominators
(1) _____

(2) _____

2. Biography Declaration.

I have submitted with this nomination a biography (not exceeding 50 words).	
I have not submitted with this nomination a biography.	

Please tick appropriate box.

3 I hereby consent to the above nomination:

Signature _____ of _____ Candidate

4. Decision of Returning Officer:

This nomination paper is ruled to be valid

This nomination paper is ruled to be invalid because

Signature of Returning Officer

NOTES FOR GUIDANCE (Back of Form)

Nomination of Candidate

Every person whose name is on the electoral roll shall be entitled to be nominated as a candidate at the election. The member must be nominated in writing on a nomination paper by two persons who are members of the Institute in Ireland and whose names are on the electoral roll. To be on the electoral roll a person must be a paid up member in the grades of Chartered Fellow or Chartered Member as at 31 May in the electoral year.

Requirement to be on the Electoral Roll

A candidate and his/her nominators must be registered in the relevant electoral roll.

Consent to Nomination

A candidate must indicate his/her consent to nomination by signing the appropriate section of the nomination paper.

Delivery of Nomination Paper

The completed nomination paper must be delivered to the Returning Officer by the candidate or one of his/her nominators before the latest time for receipt of nominations as specified in the Notice of Election, either by post or by hand.

The Returning Officer will rule on the validity of a nomination paper as soon as practicable after receiving it and will give or send to the candidate a receipt for the paper indicating his/her ruling on it.

A biography not exceeding 50 words may be submitted with this nomination paper. This biography (if submitted) will be published with the notice of poll.

Validity of Nomination

The Returning Officer must rule a nomination paper invalid if the candidate or either of his/her nominators is not eligible, if the paper is not fully completed and signed or if the paper is not delivered in the manner or during the time referred to in the preceding paragraph.

Appendix B FORM OF BALLOT PAPER

Voter's Mark (X) Max. 10 Votes.	Name of Candidate.	Grade.

Please Note

- 1 You can vote by placing an X in the box to the left of the candidate's name.
- 2 You may vote for a maximum of 10 candidates.
- 3 Do not write anything else on the ballot paper.

Back of ballot paper

**Number
(in small legible print)**

Appendix C

RECEIPT FOR BALLOT PAPER

I acknowledge receipt of a ballot paper which I have put into the enclosed Ballot Paper Envelope:

Voter's Signature _____

Grade _____

INSTRUCTIONS

1. Complete the ballot paper by making an X to the left of a candidate's for a maximum of ten candidates.
2. Put the ballot paper into the small envelope (marked "Ballot Paper Envelope") and close it.
3. Put the Ballot Paper Envelope **TOGETHER WITH THE COMPLETED RECEIPT** into the large envelope addressed to the Returning Officer. Seal it.
4. Return it promptly so as to reach the Returning Officer before (time and date to be specified).

ANNEX 20 JOB DESCRIPTIONS AND EXPECTATIONS OF OFFICE HOLDERS

All Council Members

Mission Statement

The mission of the Chartered Institute of Logistics & Transport in Ireland is to advance and promote the science and art of logistics and transport.

Job Purpose

The Irish Council governs the Institute in Ireland in accordance with the Deed of Trust and is charged with retaining full and effective control over the Institute and monitoring its executive management and performance.

Length of Term

Your term as a Council member will last for 1 year from 1st October to 30th September.

Meetings and Time Commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.
- Standing Committees meet at least four times per year, depending on their respective work programmes.
- Council members may be asked to attend one-off events or meetings and are encouraged to participate in as many Institute and Section events as possible.

Qualities and Expectations of Council Members

All members of the Irish Council are expected to:

- Be committed to the development of the Institute in Ireland;
- Promote the work and interests of the Institute in Ireland;
- Be familiar with, understand and comply with the Deed of Trust, Governance Handbook and all policies and procedures of the Institute in Ireland;
- Prepare for, attend and participate fully in all Council meetings and attend Institute events as far as practicable;
- Be a member of, and actively participate in the work of, at least one Standing Committee and/or Ad Hoc Working Group (acting as an Officer of a Section is a

suitable alternative);

- Respect the confidentiality of all Institute communications, oral and written, during and after your tenure as Council member;
- Ensure that all matters discussed at the Irish Council, Standing Committees and Ad Hoc Working Groups remain confidential.
- Get to know other Council members and build a collegial working relationship;
- Be an active participant in the Council's evaluation and planning efforts;
- Express opinions clearly and allow others to express theirs;
- Be open to the ideas of others;
- Be respectful of others and expect them to be respectful of you;
- Accept decisions of the majority;
- Follow up on work taken on at a meeting or otherwise;
- Evaluate the work undertaken by the Irish Council;
- Do nothing to damage the reputation, interests or operational efficiency of the Institute in Ireland.

President

Job Purpose

To give effective leadership and strategic direction to the Institute in Ireland, to provide effective chairmanship of the Irish Council, to ensure effective corporate governance of the Institute and to carry out the functions assigned to the office in the Governance Handbook.

Length of Term

The President is elected by the Irish Council for 1 year from 1st October to 30th September but normally serves a maximum two year term.

Meetings and Time Commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.

- The Management Committee meets at least six times a year, but usually at least monthly.
- The Trustees meet annually and at other times as required.
- The International Council meets annually.
- The President will be expected to attend many Institute in Ireland events and to represent the Institute at external events.

Qualities and Expectations of President

In addition to the qualities and expectations as a Council member, the President is expected to:

- Act as one of the three Trustees;
- Call at least one meeting per annum of the Trustees;
- Represent the Institute in Ireland at the annual International Council meeting (along with the CEO);
- Chair the Irish Council, the AGM and an EGM when required;
- Ensure the effective conduct of all Irish Council meetings, AGM, EGM and other relevant meetings and the implementation of decisions taken;
- Act as a member of the Management Committee;
- Assist in preparing the agenda for Irish Council meetings;
- Provide leadership to the Irish Council;
- Ensure that Irish Council decisions are carried out;
- Work in partnership with the CEO to ensure the effective discharge of the functions of the Institute in Ireland;
- Act as day to day direct report for the CEO;

- Review the performance of the CEO and report any performance concerns to the Management Committee and the Irish Council;
- Act as a spokesperson for the Institute in Ireland;
- Present to the Irish Council an evaluation of the pace, direction and organisational strength of the Institute in Ireland;
- Lead the Irish Council's role in strategic planning;
- Propose the membership and specific mandates of Standing Committees and Ad Hoc Working Groups;
- Discharge the functions assigned to the President in relation to the investigation of breaches of the Code of Conduct;
- Provide candid and constructive criticism, advice and comments;
- Deal with issues that may arise;
- Delegate responsibilities to other members of the Irish Council as appropriate.

Vice President

Job Purpose

To assist the President in providing effective leadership for the Institute in Ireland and to provide effective chairmanship of the Management Committee.

Length of Term

The Vice President is elected by the Irish Council for 1 year from 1st October to 30th September but normally serves a maximum two year term.

Meetings and time commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.
- The Management Committee meets at least six times a year, but usually at least monthly.
- The Trustees meet annually and at other times as required.
- The Vice President will be expected to attend Institute in Ireland events and to represent the Institute at external events.

Qualities and Expectations the Vice President

In addition to the qualities and expectations as a Council member, the Vice President is expected to:

- Act as one of the three Trustees;
- Support the President in the effective discharge of his/her functions and be available to act on behalf of or represent the President as may be required throughout the term of office.
- Chair the Irish Council in the absence of the President;
- Support the President to ensure the effective conduct of all Irish Council meetings, AGM, EGM and other meetings;
- Chair the Management Committee and report regularly to the Irish Council;

- Ensure the effective conduct of Management Committee meetings and the implementation of decisions taken by it and the Irish Council;
- Assist in preparing the agenda for Management Committee meetings;
- Work in partnership with the CEO to make sure Management Committee decisions are carried out;
- Provide candid and constructive criticism, advice and comments.

Financial Officer

Job Purpose

To retain full and effective control over the finances of the Institute in Ireland and monitor its financial management and performance.

Length of Term

The Financial Officer is elected by the Irish Council for 1 year from 1st October to 30th September.

Meetings and Time Commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.
- The Management Committee meets at least six times a year, but usually at least monthly.

Qualities and Expectations of Financial Officer

In addition to the qualities and expectations as a Council member, the Financial Officer is expected to:

- Hold an accountancy or finance qualification and have relevant experience in management accounting and the preparation of budgets;
- Have the ability to interpret financial information;
- Be competent and comfortable explaining financial issues to members of the Irish Council and Management Committee and to Members at the AGM;
- Prepare an annual budget and cash flow projections for consideration by the Management Committee and Irish Council;
- Recommend any measures considered necessary to ensure the continuing financial viability of the Institute in Ireland;
- Ensure that the Institute in Ireland fully complies with its statutory financial obligations and with the relevant requirements of the Governance Handbook;

- Ensure that effective systems of internal control are established and maintained;
- Work with the CEO and staff to present monthly management accounts to the Management Committee and Irish Council and recommend timely remedial action where required.
- Present financial statements and accounts to the Members at the AGM;
- Represent the Irish Council at any meetings internally or externally involving the finances of the Institute in Ireland;
- Provide advice to the Management Committee and Irish Council on the content and implementation of financial and investment policies and financial systems and procedures;
- Act as a member of the Management Committee.

Education and Training Officer

Job Purpose

To provide effective leadership for the educational and training work of the Institute in Ireland and to provide effective chairmanship of the Education and Training Committee.

Length of Term

The Education and Training Officer is elected by the Irish Council for 1 year from 1st October to 30th September.

Meetings and Time Commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.
- The Management Committee meets at least six times a year, but usually at least monthly.
- Standing Committees meet at least four times per year, depending on their respective work programmes.
- The Education and Training Officer will be expected to attend Institute in Ireland educational and training events and to represent the Institute at similar external events.

Qualities and Expectations of Education and Training Officer

In addition to the qualities and expectations as a Council member, the Education and Training Officer is expected to:

- Have either a qualification or relevant experience/knowledge of training and education and a sound knowledge of the logistics and transport industry;
- Chair the Education and Training Committee and report regularly to the Management Committee and the Irish Council;
- Ensure the effective conduct of meetings of the Education and Training Committee and the implementation of relevant decisions taken by it and the Irish Council;
- Act as a member of the Management Committee;
- Lead and provide strategic direction for the education and training activities of the Institute in Ireland;
- Represent the Institute in Ireland in respect of education and training matters;

- Work closely with the CEO to ensure the effective delivery of the Institute in Ireland's educational and training services and develop and implement plans to improve the quality and quantity of education and training services for the sector, including continuing professional development and e-learning;
- Build and strengthen relationships in respect of education and training matters with Government, public bodies, educational institutions, training providers, the logistics and transport industry and other professional bodies;
- Oversee the contractual relationships which the Institute in Ireland has in relation to education and training, whether as a provider or procurer of services, and participate in negotiations where appropriate.

Secretary

Job Purpose

To provide effective secretariat support for the AGM, EGM, Trustees and Irish Council, to act as custodian of the official records of these bodies and to ensure compliance with the rules on conflicts of interest.

Length of Term

The Secretary is elected by the Irish Council for 1 year from 1st October to 30th September.

Meetings and Time Commitment

- The Council meets at least 4 times per year, but usually once every 6 weeks.
- The AGM is held annually and EGMs are held as required.
- The Trustees meet annually and at other times as required.

Qualities and Expectations of Secretary

In addition to the qualities and expectations as a Council member, the Secretary is expected to:

- Notify Members of the AGM and of any EGM properly requisitioned.
- Attend and record the decisions taken by the AGM, EGM, Trustees and Irish Council and ensure the safe keeping of the approved minutes and other official records of these bodies.
- Act as the formal recipient of correspondence addressed to, or intended for, the AGM, EGM, Trustees or Irish Council and inform the appropriate body.
- Notify Members after the AGM of the Officers and Section representatives appointed to Council.
- Invite nominations to fill vacancies on the Irish Council and act as Returning Officer where an election is required.
- Maintain the Declaration of Interests register and effectively oversee the implementation of the Institute in Ireland's rules on conflicts of interest.
- Notify the Irish Council of its obligations to carry out the annual review of items listed in Annex 3.

ANNEX 21: COMMUNICATIONS POLICY

1. Purpose

The purpose of this statement is to set out the policy of the Institute in Ireland in relation to communications within the Institute and on Institute business.

2. **Scope**

This policy statement applies to members of staff of the Institute, to members of the Irish Council, Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups and to Members.

3. **Policy**

All persons who fall within the scope of this policy statement will comply with the following provisions:

- All discussions and communications of, and all documents prepared for, or submitted to, the Irish Council, the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group will be treated in the strictest confidence.
- All discussions and documents relating to legal matters, tenders, contracts, agreements, partnerships or other arrangements will be treated in the strictest confidence.
- Personal data will be handled in a way which is compliant with the Data Protection Acts 1988 and 2003, the Institute's Data Protection Policy and any more detailed guidance on data protection which may be prepared by the Institute in Ireland. In particular, personal contact information (business/home addresses, telephone numbers and email addresses) may only be used for the purpose of Institute business, may only be used by persons to whom they have been officially provided and may not be disclosed to any other person.
- All information, whether in electronic or paper format, remains the property of the Institute in Ireland and may not be given to, or used by, any third party without the prior written consent of the CEO.
- No meeting, discussion, telephone conversation or other oral communication relating to the business of the Institute in Ireland may be recorded on any audio, video or electronic recording device except with the express prior consent of the persons involved.
- Persons shall not make any oral statement or publish any written communication which could adversely affect the interests or reputation of the Institute in Ireland or which is defamatory of a member of staff or a Member.
- The President may designate one or more persons to be spokespersons on behalf of the Institute in Ireland. A spokesperson may be designated in specific circumstances or for a specific topic or area of interest. Only the President, the CEO

and persons so designated shall be entitled to speak or issue written statements on behalf of the Institute in Ireland.

- Any complaint or query in relation to the performance of functions by the Institute in Ireland or by any member of staff or of the Irish Council, the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group will be made in writing to the Secretary. The Secretary will arrange for the complaint or query to be addressed by the appropriate person or body. All other communications by third parties relating to the business of the Trustees or the Irish Council shall be addressed only to the Secretary. All other communications relating to the business of the Management Committee, Standing Committees, Section Committees or Ad Hoc Working Groups shall be addressed only to the chairperson of the relevant Committee or Working Group.
- Members communicating in any form with a member of staff or with a member of the Irish Council, the Management Committee, a Standing Committee, Section Committee or Ad Hoc Working Group will respect the privacy of that person and avoid unnecessary communications at weekends, on public holidays, during annual leave and at unreasonable hours during the working week. They shall take particular account of the fact that many people are giving of their time in a voluntary capacity. Communication should only be via telephone numbers and email addresses provided by those persons for the purpose of Institute business. Visits to a person's home or place of work should only take place by prior invitation.
- Repeated or persistent communication on the same or a similar topic without reasonable grounds may constitute harassment.
- Communication may be robust, but should always be respectful of the other person and never be defamatory or contain derogatory comments. It is not permissible to make disrespectful or defamatory communications about any person either verbally, in writing or via electronic means (including email and social media).
- All communications with staff will take place through, or with the prior consent of, the CEO and should be reasonable and appropriate.
- Save where they relate to alleged breaches of the provisions of the Governance Handbook or alleged breaches of law, all communications by staff with members of the Irish Council, the Management Committee, Standing Committees or Ad Hoc Working Groups will take place through, or with the prior consent of, the CEO and should be reasonable and appropriate.

4. Sanctions for Breaches

Relevant persons who breach, or fail to comply with, the requirements of this policy statement may be subject to sanctions under Annex 8 of the Governance Handbook. Members of staff may be subject to disciplinary proceedings.

ANNEX 22: DATA PROTECTION POLICY

1. Purpose

The Institute in Ireland, in its capacity as a data controller, has a legal obligation to comply with the Data Protection Acts 1988 and 2003.

2. Scope

The Institute in Ireland has a legitimate need to collect and retain personal data in relation to a range of persons, including its Members, employees, students and persons covered by its contracts with the Department of Transport, Tourism and Sport, the Health and Safety Authority and CILT International. This “legitimate need” includes compliance with employment and health and safety law, provision of services to members, administration of contracts on behalf of the Department, the HSA and CILT International and the administration of training and educational programmes. It has therefore adopted the following policy statement governing the collection, retention and use of that personal data.

This policy applies to all personal data held by or on behalf of the Institute in Ireland, whether held in electronic or paper format. “Personal data” means data relating to a living person who is or can be identified either (a) from the data or (b) from the data in conjunction with other information in the possession of the Institute in Ireland or likely to come into its possession.

This policy applies to, and is to be fully implemented by, staff of the Institute in Ireland, by Trustees and members of the Irish Council, Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups in their respective spheres of activity and by persons carrying out functions on behalf of the Institute in Ireland.

3. Principles of Data Protection Policy

The Institute in Ireland will observe the following principles in relation to personal data. It will:

- Obtain and process personal data fairly. That includes ensuring that persons from whom data is being collected are aware of the reasons for collecting it, of the persons to whom it may be disclosed and of the right to access their own data and rectify inaccurate information.
- Keep the personal data only for specified, explicit and lawful purposes and process it in a way which is compatible with those purposes.
- Use or disclose the data only in ways which are compatible with the purposes for which it was collected. This means that personal data should not be used for a purpose other than that for which it was originally collected.

- Keep the personal data safe and secure, whether held in electronic or paper format.
- Keep the personal data accurate, complete and up-to-date.
- Ensure that the personal data is adequate, relevant and not excessive. Only the minimum amount of data which is needed for a particular purpose will be sought and retained.
- Retain the personal data for no longer than is necessary for the purposes for which it was collected. If the purpose for which the data was originally obtained has ceased and the personal data is no longer required it will be deleted or disposed of in a secure manner.
- Use personal data for direct marketing purposes only with the consent of the person concerned and not provide personal data to any third party for use by them for direct marketing purposes.
- Give a copy of his or her personal data to a person on request and rectify, supplement or erase it upon request.

The Institute will not transfer any personal data outside the European Economic Area (EU, Norway, Iceland and Liechtenstein) without familiarising itself and complying with any special conditions governing such transfer.

Detailed guidance in relation to the application of these principles is available on the website of the Data Protection Commissioner <http://www.dataprotection.ie> .

4. Commitments by the Institute in Ireland

To ensure compliance with Data Protection Acts and the implementation of this policy statement, the Institute in Ireland has designated its CEO or a person delegated by the CEO as Data Protection Officer. All enquiries relating to the holding of personal data should be referred to the CEO in the first instance.

The Institute in Ireland will ensure that:

- Members of staff, Trustees, members of the Irish Council, Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups and other persons carrying out functions on behalf of the Institute are made aware of the requirements of the Data Protection Acts, of this policy statement and of any other more detailed guidance on data protection which may be prepared by the Institute in Ireland.
- Persons who have particular responsibility for the processing and use of personal data are appropriately trained.

- This policy statement and any associated guidance and training is reviewed and updated at regular intervals, so that data protection is a “living” process aligned to the way the Institute in Ireland conducts its business.
- There is a regular review of the accuracy, security and continuing need for, and relevance of, the personal data held by the Institute in Ireland.
- There is a clear allocation of responsibility for compliance with the Data Protection Acts and this policy statement and there are sanctions for breaches of that policy. Persons in breach of the Data Protection Acts may additionally be subject to prosecution.
- It adheres to the “need to know principle” – only personal data necessary for the particular purpose should be collected and persons should only be able to access the personal data that they need to carry out their functions.
- It has adequate access controls, firewalls and virus protection for electronic data. Paper records are securely stored.
- There are periodic audit checks to ensure that the Institute in Ireland is complying with the Data Protection Acts and this policy statement.
- There is a procedure for the handling of complaints.
- There are plans for remedial steps if things go wrong.
- There is a Privacy/Data Protection Statement on the Institute’s website and on forms and email templates used by the Institute in Ireland.

5. Data Security

Staff of the Institute in Ireland, Trustees, members of the Irish Council, Management Committee, Standing Committees, Section Committees and Ad Hoc Working Groups and persons carrying out functions on behalf of the Institute in Ireland are responsible for ensuring, in their respective spheres of activity, that:

- Any personal data that they hold, whether in electronic or paper format, is kept securely.
- Personal data is not disclosed either verbally or in writing, accidentally or otherwise, to any unauthorised third party.
- Items that are marked “personal” or “private and confidential”, or appear to be of a personal nature, are opened by the addressee only.
 - Access to information is restricted to authorised members of staff/other persons on a “need-to-know” basis.

- Paper files with personal information are stored in locked filing cabinets.
- Electronic data that contains personal information is held in password protected files with access permitted to a limited number of users.
- Personal data on computer screens or paper files is not accessible by visitors to the Institute's offices.
- Waste paper and printouts containing personal data are carefully disposed of.
- Any data which is no longer required is disposed of carefully and thoroughly.
- Premises are secured when unoccupied.

If there is a breach of data security resulting in the unauthorised disclosure of personal data, the Institute will notify the persons affected and the Data Protection Commissioner.

6. Dealing with Requests for Access to Personal Data

The Institute in Ireland will ensure that that it follows the guidelines on access to personal data set down by the Data Protection Commissioner. Every person about whom the Institute in Ireland keeps personal data has a right to request a copy of the data which is kept about them.

On making an access request, any person about whom the Institute holds personal data is entitled to:

- A copy of the data we are keeping about him or her;
- Know the categories of their data and our purpose/s for processing it;
- Know the identity of persons to whom we disclose the data;
- Know the source of the data, unless it is contrary to public interest;
- Know the logic involved in automated decisions;
- Data held in the form of opinions, except where such opinions were given in confidence. However in cases where the person's fundamental rights suggest that they should access the data in question, it should be given.

To make an access request, a person must:

- Apply to in writing (which can include email);
 - Give any details which might be needed to help the Institute in Ireland identify him/her and locate all the information we may keep about him/her e.g. previous addresses, date of birth, etc.;
 - Pay an access fee (The Institute in Ireland has the option to charge a fee not exceeding €6.35, but it is not proposed to charge one).

Every person about whom the Institute in Ireland keeps personal data has a number of other rights under the Data Protection Acts, in addition to the right of

access. These include the right to have any inaccurate information rectified or erased, the right to have personal data taken off a direct marketing or direct mailing list and the right to complain to the Data Protection Commissioner.

In response to an access request the Institute in Ireland must:

- Supply the information to the person promptly and within 40 days of receiving the request; and
- Provide the information in a form which will be clear to the ordinary person.

If the Institute restricts a person's right of access to their personal data in accordance with the provisions of the Data Protection Acts, the Institute will notify that person within 40 days and inform them of the reasons for the decision and of their right to complain to the Data Protection Commissioner. Information on the restrictions on the right of access, including access to examinations data, is available on <http://www.dataprotection.ie>.

7. Sanctions for Breaches

Relevant persons who breach, or fail to comply with, the requirements of this policy statement may be subject to sanctions under Annex 8 of the Governance Handbook. Members of staff may be subject to disciplinary proceedings.

8. Update and Review

This policy statement will be updated at regular intervals to reflect best practice in data management, security and control and to ensure compliance with any amendments made to the Data Protection Acts 1988 and 2003.

This policy statement is one of the items which will be the subject of an annual review by the Irish Council (see Annex 3 of the Governance Handbook).

ANNEX 23 RULES OF PROCEDURE FOR COUNCIL

- 1.** These Rules of Procedure shall be read and used in conjunction with the Rules appended to the Deed of Trust and the Standing Orders for the Irish Council in the Governance Handbook and where there is a conflict between them the Rules and Standing Orders shall prevail.
- 2.** Documents for consideration by the Irish Council shall be circulated not less than seven days before the relevant meeting.
- 3.** Persons preparing documents for the Irish Council shall ensure that they are submitted in good time to enable their circulation by the deadline specified in paragraph 2.
- 4.** Save as provided for in paragraph 5, documents submitted late shall not be considered at the meeting.
- 5.** The President, or the person chairing the meeting in his or her absence, (both referred to hereafter as “the chairperson”) may authorise the inclusion of a late item on the agenda and/or the late circulation of a document and its consideration at the relevant meeting of the Irish Council where he or she considers it appropriate to do so having regard to the urgency and importance of the matter concerned.
- 6.** Where a document seeks a decision from the Irish Council, the first paragraph shall contain a clear and precise statement of the decision being sought and shall clearly specify (i) any financial, staffing or other resources required, (ii) any action required of Council, any Committee, any Officer, the Chief Executive or any member of staff and (iii) any relevant deadlines or other constraints. The decision sought shall be supported by a factual background analysis and include a statement of the reasons for the decision, an outline of any potential risks and any other pertinent information. The chairperson shall have discretion to refer back for further work any document which does not comply with these requirements.
- 7.** A template is appended which elaborates on the matters which should be covered in a document to comply with paragraph 6.
- 8.** A proposal which has actual or potential financial, staffing or other resource implications may only be submitted to the Irish Council following compliance with the requirements of paragraph 4.6 of the Standing Orders for Council (Annex 10).
- 9.** With the exception of minor matters, all proposals seeking a decision from the Irish Council shall be in writing.
- 10.** The chairperson of each Committee shall submit a written report to each ordinary meeting of the Irish Council updating it on developments and drawing its attention to any relevant matters.

11. Discussion at the Irish Council shall be confined to the matters listed on the agenda.

12. The Any Other Business item on the Irish Council agenda may be used to seek or provide information or to give advance notice of an item for consideration at a future meeting. However it may not be used to discuss any matter which would more appropriately be dealt with as a substantive agenda item.

13. The order of business set out in the Irish Council agenda shall not be varied except with the consent of Council.

14. The Irish Council agenda shall include an indicative timetable for the disposal of items thereon.

15. Discussion shall be confined to the agenda item under consideration and extraneous matters shall not be raised.

16. Documents submitted to the Irish Council for information shall be taken as read but members may seek clarification or raise matters relating to the content of the document.

17. When speaking, a member of Council shall only address the chairperson.

18. Each member of the Irish Council shall be entitled to speak once on an item and shall not speak again until every other member who wishes to speak has had an opportunity to do so. The sponsor of the agenda item shall have a right of reply.

19. Except with the consent of the chairperson, no member shall address the Irish Council for more than three minutes on any agenda item.

20. A decision shall only be made by the Irish Council on the basis of a motion which has been proposed and seconded.

21. An amendment to a motion may be put forward but shall only be discussed when it has been proposed and seconded. The provisions of paragraphs 18 and 19 shall apply to discussion of an amendment. An amendment takes precedence over the original motion and shall be voted on before it. Only one amendment shall be before the meeting at any time.

22. An amendment shall be relevant to the motion to which it refers. It may propose the insertion or deletion of words but shall not be a direct negative of the motion it purports to amend.

23. A motion may be proposed and seconded at any time during the discussion of an agenda item that "the matter be now put". That motion shall be decided immediately without discussion. If the motion is passed, the Irish Council shall, subject only to a right of reply by the sponsor of the agenda item originally under discussion, proceed immediately to take a decision on that agenda item without further discussion.

24. A motion may be proposed and seconded at any time during the discussion of an agenda item “to move to next business”. That motion shall be decided immediately without discussion. If the motion is passed, the Irish Council shall proceed immediately to the next item on the agenda without further discussion.

25. A motion under paragraph 23 or 24 may only be moved once during an agenda item.

26. A member of the Irish Council may raise a point of information at any time during a meeting, the sole purpose of which shall be to give or seek factual information. The person speaking is not obliged to give way to a point of information.

27. A member of the Irish Council may raise a point of order at any time during a meeting, the sole purpose of which shall be to seek a ruling from the chairperson on a matter relating to rules or procedure. The person speaking shall give way, the point of order raised shall be immediately and final determined by the chairperson and no discussion shall be permitted.

28. The chairperson is the sole judge of order in meetings of the Irish Council and has authority to maintain order and enforce prompt obedience to his or her rulings.

29. Any person speaking shall give way if the chairperson intervenes.

30. Members of the Irish Council shall show respect and courtesy to other members and to any other persons attending a Council meeting.

31. If a member of Irish Council has been or is disorderly by persistently disregarding the rulings of the chairperson, or by behaving irregularly, improperly or offensively, or by otherwise obstructing the business of the meeting, the chairperson or any member may move a motion that the named member leave the meeting and the motion, if seconded, shall be decided immediately without discussion. Where the motion is passed, that member shall immediately leave the meeting and shall not be entitled to speak or take any further part in the meeting.

32. Where in the opinion of the chairperson there is general disorder which impedes the orderly transaction of business or where a member, in respect of whom a motion was passed under paragraph 31 refuses to leave the meeting, the chairperson may adjourn the meeting generally or for such period as he or she considers necessary in the interests of order. Any business lost by virtue of such a decision shall, where appropriate, be carried forward to the next meeting.

33. A motion may be proposed and seconded at any time during a meeting of the Irish Council to suspend a provision of these Rules of Procedure, other than paragraphs 27 to 32, to enable specified business to be dealt with at the meeting.

34. The Irish Council may amend these Rules of Procedure from time to time but only on foot of a written proposal submitted for consideration as an agenda item at one of its meetings.

TEMPLATE FOR DOCUMENTS BEING SUBMITTED TO COUNCIL

[Title of Document]

for submission to the Council Meeting of []

Decision Sought

A short paragraph should set out clearly and precisely the decision sought from Council and should include:

- i. A summary of any financial, staffing or other resources required to implement the decision;
- ii. Details of any action required of Council, the Management Committee, any Standing Committee, Section Committee or Ad Hoc Working Group, any Officer, the CEO or any member of staff to give effect to the decision;
- iii. Any relevant deadline for implementing the decision;
- iv. Any relevant constraints which would affect the implementation of the decision.

Background Information on the Decision Sought

This section should provide the Council with the information necessary to enable it make a fully informed decision, including the reasons for the decision, more detailed information on the resources required to give effect to the decision, an outline of the business case for the proposal (including a summary of the costs and benefits) and other pertinent information. Particular attention should be drawn to any potential downside risks for the Institute, to any regulatory compliance or corporate governance issues and to any material counter-arguments to the proposal which were identified during the deliberative process. The information should be as factual as possible and avoid assertions unsupported by evidence.

This information can be provided either in the report itself or in a stand-alone document appended to the report.

Name of Person or Committee/Group submitting the Report

A report from a Standing Committee, Section Committee or Ad Hoc Working Group should normally be submitted on its behalf by the Chairperson.

