CHARTERED INSTITUTE OF BUILDING: PROPOSED CHANGES TO BYE-LAWS

In this document, the current wording is in plain text and the proposed amended wording is in italics. Explanatory comment is included in bold.

**Bye-Law 33. Conduct covered by the Disciplinary Regulations**
A member or a company which is entitled to use a description under Bye-Law 19 shall be subject to the provisions of the Disciplinary Regulations...
A member or a company shall be subject to the provisions of the Disciplinary Regulations...
To allow applicant members (who are not entitled to use a description under Bye-Law 19) to be subject to the Disciplinary Regulations.

**Bye-Law 34. Structure of the disciplinary scheme**
The Disciplinary Regulations made under Bye-Law 32(b) shall establish the following structure...and to impose on members as appropriate the penalties for misconduct of entry on record, reprimand...
The Disciplinary Regulations made under Bye-Law 32(b) shall establish the following structure...and to impose on members as appropriate the penalties for misconduct of reprimand...
To reflect changes made to the Disciplinary Regulations that have removed entry on record as a possible penalty.

**New Bye-Law 49A**
The requirement in Bye-Law 49 that a member be personally present means that that person may not appear by proxy. A member may be personally present at a General Meeting by way of physical or virtual attendance at that Meeting, which attendance will be recorded in the minutes of the Meeting.
To clarify the meaning of personal presence and confirm that members can attend General Meetings virtually.

**Bye-Law 61. Officers**
There shall be the following Officers of the Institute, all of whom except the Chief Executive shall be Fellows:-

Two Vice Presidents  
*The Vice President*
To allow for a Chair of the Board without increasing the size of the Board of Trustees.

**Bye-Law 62.** Unless otherwise determined by a General Meeting, membership of the Board shall be constituted as follows:

...  
(b) four persons of good standing with the Institute who shall form the Presidential chain, to be appointed by the Board from amongst the Fellows pursuant to Bye-Laws 63, 64 and 66;  
(b) three persons of good standing with the Institute who shall form the Presidential chain, to be appointed by the Board from amongst the corporate Members pursuant to Bye-Laws 63, 64 and 66;  
To reflect the removal of one Vice-President.

(d) a person of good standing with the Institute to be appointed as Chair of the Board pursuant to Bye-Law 84.  
The members of the Board shall be the charity trustees of the Institute.
To provide for the appointment of the Chair as the final member of the Board and to make clear for the avoidance of doubt that it is the Board who are the charity trustees of the Institute.

**Bye-Law 66.** The procedures for appointing the President, the Senior Vice-President and the two Vice-Presidents of the Institute shall be as follows.

... (b) The Board shall appoint as Senior Vice-President the Vice-President who has been longest in office.

(b) The Board shall appoint as Senior Vice-President the Vice-President. To reflect the removal of one Vice-President.

(c) The procedures set out in paragraphs (a) and (b) of Bye-Law 65 shall apply, mutatis mutandis, to the appointment of each new Vice-President save that expressions of interest shall be invited only from Fellows of the Institute. The Board shall appoint the new Vice-President from amongst those Fellows who have submitted application forms. (c) The procedures set out in paragraphs (a) and (b) of Bye-Law 65 shall apply, mutatis mutandis, to the appointment of the Vice-President, save that expressions of interest shall be invited only from Fellows of the Institute. The Board shall appoint the new Vice-President from amongst those Fellows who have been recommended for appointment by Nominations Committee. To reflect the removal of one Vice-President and to recognise that the Board will appoint a person to that office following a shortlisting process managed by Nominations Committee (following a skills evaluation process) and not from the pool of persons who have submitted an application form.

**Bye-Law 67** The procedures for appointing members of the Board pursuant to Bye-Law 62(c) shall be the same, mutatis mutandis, as those set out in paragraphs (a) and (b) of Bye-Law 65. The Board shall appoint the four remaining members of the Board from amongst those corporate Members who have submitted application forms. The procedures for appointing members of the Board pursuant to Bye-Law 62(c) shall be the same, mutatis mutandis, as those set out in paragraphs (a) and (b) of Bye-Law 65. The Board shall appoint four members of the Board from amongst those corporate Members who have been recommended for appointment by Nominations Committee. To reflect the removal of one Vice-President and to recognise that the Board will appoint a person to that office following a shortlisting process managed by Nominations Committee (following a skills evaluation process) and not from the pool of persons who have submitted an application form.

**Bye-Law 70.** Subject to Bye-Law 69, members of the Board shall hold office as follows:

... A person may offer himself for re-election or re-appointment to the Board upon his term of office terminating by effluxion of time provided that he may not stand for election or appointment to the Board for more than two terms. A person may offer himself for re-election or re-appointment to the Board upon his term of office terminating by effluxion of time provided that he may not stand for election or appointment to the Board for more than two consecutive terms, and may not stand for election or appointment for a period of one year following the expiry of his last term. To allow former trustees to re-apply after a period of one year.

**New Bye-Law 71** The Board shall have the power to disapply the following requirements:

(a) in Bye-Law 61, that the Officers of the Institute (except the Chief Executive) shall be Fellows;
(b) in Bye-Law 62(b), that the Presidential chain must be appointed from amongst the Fellows;
(c) in Bye-Law 66(c), that expressions of interest for the appointment of Vice-President shall only be invited from Fellows of the Institute and that the Board shall only appoint the Vice-President from amongst Fellows.

To allow the Board to make appointments from persons who are not Fellows if required.

Bye-Law 81. Particular Powers
In furtherance and not in limitation of the general powers conferred by Bye-Law 80 the Board may from time to time:

... (b) set up Branches, Regions and Centres in the United Kingdom of Great Britain and Northern Ireland or overseas for such purposes and with such powers within their authority as they shall think fit;
(b) set up hubs in the United Kingdom of Great Britain and Northern Ireland or overseas for such purposes and with such powers within their authority as they shall think fit;
To reflect the change to a hub-based approach to member engagement and representation that has been made by way of the Hub Regulations.

Bye-Law 84. Chairman
The President, or in his absence the Senior Vice-President, or in their absence a Vice-President (and if both Vice-Presidents are present the one who has been longest in office) shall take the chair at all meetings of the Board. If neither the President nor the Senior Vice-President nor either Vice President is present within ten minutes after the time appointed for the meeting the members present shall choose one of their number to be the chairman of the meeting.

A Chair of the Board shall be appointed as follows:

(d) a person of good standing with the Institute to be appointed by the Board from amongst the corporate Members;
(e) the procedure for appointing the Chair of the Board shall be the same, mutatis mutandis, as that set out in paragraphs (a) and (b) of Bye-Law 65. The Board shall appoint the Chair from amongst those corporate Members who have been recommended for appointment by Nominations Committee;
(f) the Chair shall be appointed for a term of two years, which term may be extended for a further period of one year at the discretion of the Board.

The Chair of the Board shall chair all meetings of the Board. In the event of the Chair's absence from a meeting the members present shall choose one of their number to act as the chairman of the meeting.

To provide for the appointment of the Chair of the Board, to make provision for their term (and for its extension if needed) and for arrangements to be made in the event of the Chair's absence from a Board meeting.

Bye-Law 93. Disqualification and removal of Board members
A person shall cease to be a member of the Board if:

... (g) he becomes a compulsory patient under the mental health legislation for the time being in force;
(f) not being a co-opted member, he ceases for any reason to be a member of the Institute in the case of Board members elected or appointed pursuant to Bye-Laws 62(a) or (c) or a Fellow of the Institute (in the case of Board member appointed pursuant to Bye-Law 62(b));
(h) the Board by a vote of not less than three-quarters of the members present and voting remove him because in their reasonable opinion he has acted in any way that
is contrary to the interests of the Institute or he is unable to carry out properly the duties of a Board member.

... 

A person shall cease to be a member of the Board and a trustee of the Institute if:

... 

(d) a registered medical practitioner who is treating the Trustee gives a written opinion to the Institute stating that he has become incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(f) not being a co-opted member, he ceases for any reason to be a member of the Institute;

(h) the Board by a vote of not less than three-quarters of the members present and voting remove him pursuant to a procedure to be established by the Board from time to time.

To update the wording used, to provide that the Board will remove a trustee following a prescribed procedure and to confirm that a person's removal from the Board means that they will cease to be a trustee of the Institute.

Bye-Law 97. The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Institute, all meetings of the Board and all meetings of any committee. The Chief Executive shall, however, absent himself from all discussions concerning his performance or remuneration. The Chief Executive may be accompanied by such senior staff of the Institute as the chair of the meeting shall consider appropriate. 

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To enable the Board to make valid decisions when the Chief Executive is not in attendance.