

BYE-LAWS

OF

THE INSTITUTE OF PROFESSIONAL INVESTIGATORS

1. CODE OF ETHICS AND PROFESSIONAL CONDUCT

(a) The Institute code of Ethics and Conduct reflects the industry wide agreed standards and is a pledge all Institute members must abide by.

- i I must be accountable for all my work and/or investigations, which I will carry out within the highest standards of legal, professional, and ethical principles, ensuring that my activities are covered by appropriate professional insurance. I will only operate in subjects or disciplines for which I am are qualified and/or recognised as being competent.
- ii I will treat all information received in the course of my work and/or investigations with discretion, confidentiality and in compliance with data protection law and principles. I must require confirmation that a client's information and instructions are for lawful uses only and address any conflicts of interest, ensuring that I am personally or corporately registered with the appropriate Data Protection body.
- iii I will deal professionally in all matters with discretion, courtesy, and confidentiality within ethical constraints. I must not deny any professional services to any client for any reasons of race, colour, religion, sex, accessibility needs, sexual preference, or national origin. I will interact with others with Courtesy, Fairness and in accordance with the principles of Equality, Diversity, and Inclusion (EDI).
- iv I must not misrepresent or exaggerate my activities and/or services. I will uphold the aims and objectives of my professional organisation(s) and protect their reputation and that of their members.
- v I will maintain a high level of self-development and professional competence and keep up to date with legislation; techniques and any relevant disclosures required of me by my organisation, in particular any convictions recorded on the criminal database in my jurisdiction.

- vi I will ensure that any others assisting me in my work will also comply with this Code of Ethics and Professional Conduct. I will challenge and report any improper conduct of colleagues. I will refer all matters of conflict between members to the organisations' governing body for arbitration, whose decision will be accepted as final and binding. (20/3/24)

2. HONORARY FELLOWSHIPS.

- (a) The Board of Governors may award the distinction of HONORARY FELLOWSHIP to a MEMBER of the Institute who, having retired from the profession through advanced age or ill-health, has given outstanding service to the Institute. Such Fellows retain the right of vote at General Meetings.
- (b) The Board of Governors may award the distinction of HONORARY FELLOWSHIP to a NON-MEMBER for outstanding services to the Institute or to the profession of investigation, which FELLOW shall have NO voting rights at General Meetings.

3. LIFE MEMBERSHIP / COMPANION OF THE INSTITUTE.

- (a) The Board of Governors may award a LIFE MEMBERSHIP AND COMPANION OF THE INSTITUTE to a MEMBER in recognition of outstanding services to the Institute. Such LIFE MEMBER AND COMPANION OF THE INSTITUTE retains his right of vote at General Meetings. (20/3/24)

4. EXAMINATION PROCEDURE.

- (a) The rules guiding the submission of a thesis and/or sitting an examination to attain a FELLOWSHIP of the Institute shall be in strict accordance with the procedure set out in Para 12 Rules for examination of submitted Thesis and in Appendix 'A' marked "EXAMINATION PROCEDURE" and dated October 1979.

5. TRAINING COURSES.

- (a) In accordance with the objects of the Institute, online distance learning courses will be available to Professional Investigators with a view to obtaining qualification for Membership of the Institute by way of examination, that level of Membership to be dictated by the level of examination passed and agreed by the Admissions Committee. The basic entry level qualification for full IPI membership will be the RQF Level 3 qualification in Professional Investigations, the RQF level 4 qualification

in Surveillance or any equivalent to these qualifications which is recognised and approved by the Training committee. (20/3/24)

6. GENERAL MEETINGS.

- (a) The rules and procedure conducting General Meetings shall be in accordance with the Institute's accepted publication on such rules and procedure marked and identified as Appendix 'B' - "RULES AND PROCEDURE at GENERAL MEETINGS" - and the publication shall constitute the authority of the Chairman.

7. CERTIFICATE OF MERIT (25/10/02).

- (a) The Board of Governors may, at their discretion, award a Certificate of Merit to a person or persons, notwithstanding they are not Members or Fellows of the Institute of Professional Investigators, for any outstanding practical or academic contribution or act of bravery whilst in pursuance of justice and truth.

8. RETIRED MEMBERS' ROLL.

- (a) Any Fellow or Member who retires from the profession due to age or ill health which dictates that they can no longer work in the profession may apply for transfer to the Retired Members' Roll. This application will be discussed by the Board. If agreed the member will be able advised of the post nominals that they will be entitled to use. There will be no cost for membership for retired members. Retired Members may attend, without invitation, all General Meetings of the Institute and participate in discussions and debates without the right of vote. All retired Members on the Roll will receive the Institute's correspondence, notices, and publications as if a full Member. (20/3/24)

9. IPI Trainee (20/3/24)

- (a) The applicant must be not less than 18 years of age,
- (b) Persons entering the profession without prior qualifications may undertake IPI professional courses as an IPI Trainee (20/3/24)
- (c) Subject to the alternative method of progression provided for by subsection (h) below, the trainee must take and pass the Institute accredited Professional Investigator course or the accredited Surveillance Course to be eligible to apply for full membership, trainees will not be issued with any form of membership ID card

and do not have any entitlement to refer to themselves as members of the IPI.
(20/3/24)

10. TRAINEE APPLICATION FOR FULL MEMBERSHIP (20/3/24)

- (a) A trainee who has successfully completed the IPI training program can apply for full IPI membership. The requirements for this application are.
- (b) The applicant must have passed the Institute's Professional Investigator course or Surveillance course. (20/3/24)
- (c) The applicants completed application must be submitted to the IPI Admissions committee. This application must pass the scrutiny of the Admissions committee. They must satisfy the Admissions committee that they are a Professional Investigator in accordance with the Memorandum and Articles of Association.
- (d) The applicant must pledge to abide by the IPI Code of conduct.
- (e) The applicant must provide a valid DBS certificate and proof that they are covered for Professional Indemnity and Public liability insurance.

11. DEFINITION OF A PROFESSIONAL INVESTIGATOR. (4/7/02)

- (a) For Institute purposes a professional investigator is defined as "Any person who is engaged, fully or part-time in a paid capacity in either the private or public sector,
 - i. in investigatory activities as defined by Section 4(1), Schedule 2 of the Private Security Industry Act 2001, or
 - ii. in criminal investigations, or
 - iii. in the investigation of accidents or of events that may give rise to legal action, or
 - iv. who, whilst predominantly engaged in another occupation, has extensive, provable involvement in activities equivalent to the aforementioned classes of investigation and who can satisfy the Admissions Committee that they comply with all legal, professional,

and ethical rules that govern the way in which those activities are undertaken.

12. RULES FOR EXAMINATION OF SUBMITTED THESIS.

- (a) The applicant must first submit to the Institute's Board of Governors a title synopsis of his subject consisting of not more than one hundred words.
- (b) The applicant must then be informed by the Thesis Panel as to the subject's suitability for examination.
- (c) A thesis shall consist of at least eight thousand words on a subject designated by the applicant and accepted by the Thesis Panel.
- (d) Once prepared it should be submitted in triplicate to the Institute and passed to the Thesis Panel. After reading the same the Thesis Panel will decide whether it is acceptable and, if so, may then have it read by the author at an Institute training session or seminar at which time they may be questioned respecting its contents.
- (e) The Thesis and recommendation of the Thesis Panel shall then be passed to the Board of Governors who shall, if satisfied as to its content and presentation, award a Fellowship to the applicant.
- (f) After submission of the Thesis the author must assign all copyright in that document to the Institute except with the specific exemption permitted by the Board in respect of works to thesis standard required of Members in their normal employment.
- (g) The subject must be relevant to the investigation profession.
- (h) The Thesis must be the original work of the applicant.
- (i) The applicant must have the ability to identify the problems and study them carefully.
- (j) The applicant must show resourcefulness and query relevant information.
- (k) Must have the ability to draw conclusions, which follow the facts and make practical and legitimate recommendations.
- (l) In depth of study and extent of student's utilisation of the material.

(m) The form and written presentation must be set out in a clear and unambiguous manner, following clear lines of thought and in a professional manner.

(n) A full bibliography must be shown.

i	Presentation (including standard of typing and grammar)	20%
ii	Originality	15%
iii	Depth of Study and Conclusions	50%
iv	Interest	15%

(o) In order to be considered for the award of Fellowship, an overall total of 70% must be achieved.

13. BOARD MEMBERS EXPENSES.

(a) Board Members may claim car mileage allowance at the rate of 40p per mile when attending IPI General, Board and Committee Meetings. This allowance applies for travel from home to meeting and return to home.

14. COMPLAINTS PROCEDURE.

(a) The person with overall responsibility for the investigation of allegations made against a member of the Institute will be the Chairman of the Ethics and Standards Committee, (afterwards referred to as The Chairman) assisted by any Member of the Institute which they may designate.

NB. This is to cater for the cases where enquiries in the field are necessary, it being envisaged that a member of good repute can be requested to assist.

(b) All letters of complaint or those which contain information should be acknowledge immediately by the Secretary General prior to his passing it to the Chairman. They will then be available to assist or advise the Chairman.

(c) Where a complaint does not involve a serious ethical or criminal irregularity, an attempt should be made to resolve the complaint/dispute informally, provided that a written record is made, and a report submitted to the Board. Where the complaint is basically an allegation of negligence, as distinct from unethical conduct, the writer should be advised as to his civil remedies.

(d) Where enquiries reveal a prima facie breach of The Code of Ethics, Byelaws or Memorandum and Articles, the subject of the complaint shall be informed by a letter from the Secretary General using first class prepaid mail. This should

outline details of the allegation and invite a response within 14 days, giving his/her version of the matter in question.

- (e) The Secretary General will monitor the progress of the enquiry and discuss with the Chairman any undue delay in concluding the enquiry.
- (f) When the Chairman has completed his enquiry, they will collate all information and evidence in a file, which they will forward to the principal with his conclusions and recommendations.
- (g) The principal will come to a decision in the matter in consultation with the Secretary General, who has the authority to seek legal advice if necessary. At this point in the procedure compliance with Article 72 (iii) shall be mandatory.
- (h) All disciplinary action taken against a member must be endorsed by a simple majority of the Board of Governors.

15. TERMS OF REFERENCE OF COMMITTEES.

- (a) Appointments of members to Committees are made by the Board of Governors of the Institute and a list of such appointments will be produced annually.
- (b) **General Terms of Reference for all Committees are as follows:**
 - i. The Chairman will collate the findings of the Committees and submit a written report to each meeting of the Board of Governors for ratification.
 - ii. The Chairman will ensure that any expenditure and all expenses of the Committees held within the amount allocated within the budget submitted by the Treasurer of the Institute and approved by the Board of Governors.
 - iii. The Chairman will prepare, and if required, deliver an Annual Report in connection with the work of the Committees, through the Principal to the Membership in Annual General Meeting.
 - iv. A copy of the Minutes of all Committee Meetings will be submitted to the Secretary General for inclusion in the records of the Institute.
 - v. All expenses incurred by a committee, or its members will be placed before the Board of Governors for approval.

- vi. The Chairmen and Members of all Committees do not have authority to incur the Institute in any ongoing commitment or financial transaction out with the approved annual budget without prior approval of the Board of Governors.
- vii. The Chairman will monitor the national and/or international scene of his committee's activity and advise the Principal and Secretary General of any changes in existing regulations or adjustments to approach for consideration by the Board of Governors.
- viii. The terms of reference for committees will also be applicable to any IPI Work groups. (20/3/24)

(b) Specific Terms of Reference for each Committee are as follows:

(c) Admissions Committee

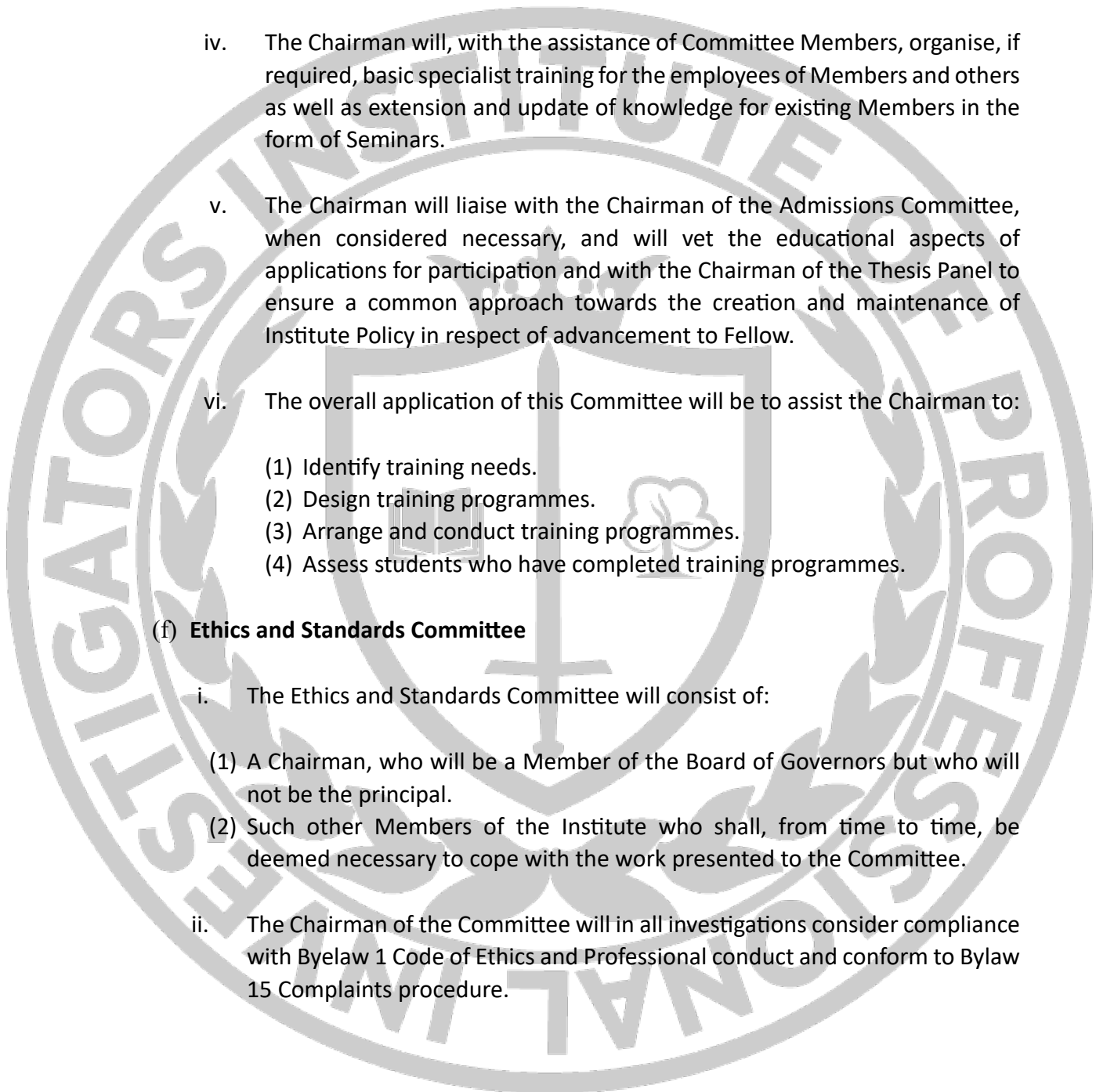
- i. The Admissions Committee will consist of:
 - (1) The Chairman, who will be a Member of the Board of Governors
 - (2) The Secretary General
 - (3) At least one other members of the Board of Governors who will be appointed by the Chairman. (20/3/24)
- ii. The Admissions Committee will consider all applications for membership of the Institute, make such enquiries as are considered necessary to ensure an applicant falls within the category of a person suitable for membership, and take cognizance of all current regulations and policies in connection with Admissions to Membership and exercising some degree of discretion when doing so.
- iii. The Chairman will maintain close liaison with the Head of training, when considered necessary, with the latter vetting the educational aspects of applications for Membership before these are received by the Admissions Committee. (20/3/24)
- iv. In all cases where membership is refused the Chairman will outline the reason or reasons for the refusal, in his report to the Board of Governors.

(d) Thesis Panel

- i. The Thesis Panel will consist of:
 - (1) A Chairman, who will be a Fellow of the Institute, and who will be a Member of the Board of Governors.
 - (2) Such Members as considered appropriate by the Panel Chairman with due cognizance of the specialist knowledge and experience necessary in reviewing each Thesis submitted. The Board of Governors to be advised of such short-term appointment.
- ii. The Chairman will receive all applications for possible advancement to Fellow from members and approve the title and subject matter of any proposed Thesis and act thereafter as directed by the current declared policies.
- iii. The Chairman will cause the study of a submitted Thesis, assisted by Members falling into category 5(a)(ii) above, determining the originality of the contents and presentation and assessing the value relevant to a recommendation to the Board for the award of a Fellowship to the author, or rejection.
- iv. The Chairman will liaise with the Chairman of the Education and Training Committee to ensure a common approach towards the creation and maintenance of Institute policy in respect of advancement to Fellow.
- v. The Chairman and members of the Thesis Panel will be responsible for promoting the value of Fellowship of the Institute and will encourage Members to submit Thesis to gain professional advancement.

(d) Training Committee (20/3/24)

- i. The Training Committee will consist of:
 - (1) A Chairman, who will be a Member of the Board of Governors. or will be the appointed Director of Studies. The Chairman will hold the title of IPI Head of Training and will oversee and lead on all IPI training.
 - (2) IPI Member who leads on Professional Investigator training.
 - (3) IPI Member who leads on Surveillance training.
 - (4) IPI member who leads on any other specialist investigative training as appointed by the Head of Training and approved the IPI Chairman.
- (20/3/24)

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- ii. The Chairman will, with the assistance of the Committee Members, ensure the availability of ongoing training for existing Members.
 - iii. The Chairman will, with the assistance of the Committee Members, make provision for the suitable academic and vocational training of potential members and ensure the availability of an appropriate examination system.
 - iv. The Chairman will, with the assistance of Committee Members, organise, if required, basic specialist training for the employees of Members and others as well as extension and update of knowledge for existing Members in the form of Seminars.
 - v. The Chairman will liaise with the Chairman of the Admissions Committee, when considered necessary, and will vet the educational aspects of applications for participation and with the Chairman of the Thesis Panel to ensure a common approach towards the creation and maintenance of Institute Policy in respect of advancement to Fellow.
 - vi. The overall application of this Committee will be to assist the Chairman to:
 - (1) Identify training needs.
 - (2) Design training programmes.
 - (3) Arrange and conduct training programmes.
 - (4) Assess students who have completed training programmes.

(f) Ethics and Standards Committee

- i. The Ethics and Standards Committee will consist of:
 - (1) A Chairman, who will be a Member of the Board of Governors but who will not be the principal.
 - (2) Such other Members of the Institute who shall, from time to time, be deemed necessary to cope with the work presented to the Committee.
- ii. The Chairman of the Committee will in all investigations consider compliance with Byelaw 1 Code of Ethics and Professional conduct and conform to Bylaw 15 Complaints procedure.

16. WORKING GROUPS. (20/3/24)

- (a) Armed Forces Veterans scheme working group will consist of.
 - i. Chairman who is a member of the Board
 - ii. The Ambassador Coordinator. The Ambassador coordinator will be nominated by the Chairman.
 - iii. A minimum of three Ex regular Armed Forces personnel who are full IPI members, these will be known as the IPI Armed Forces Ambassadors.
- (b) This group will advise and guide any Ex-Forces veterans on the most appropriate route into the Investigative industry dependent on experience and skills.
- (c) This group will decide if a prospective member qualifies as a Veteran and is entitled to the set discounts that are afforded IPI Veterans under our Armed Forces covenant agreement.
- (d) The Chairman will ensure the Board of Governors are appraised of any decisions made by the working group. The Chairman will present any requests for funding that the working group require in order to achieve any of its objectives such as advertising, recruitment, and attendance at Ex Forces resettlement events.

17. LOGO.

- (a) Participants of every category may reproduce the Institute of Professional Investigators logo provided that the words "The Institute of Professional Investigators" appears below within the logo.
- (b) Use of the logo is restricted to personal and business correspondence, and advertising material. Should a member be employed by a firm where the principal, partner or a director is not a member of the Institute, the logo cannot be displayed on any material belonging to that firm other than in accordance with Byelaw 19 (post).
- (c) The logo may ONLY be reproduced at the FOOT of any business or promotional literature and may not be utilised in any fashion so as to suggest that the Institute actively promotes or endorses the business concerned. If necessary, clear wording should be added to identify the Member of the Institute participating in the Institutes activities.

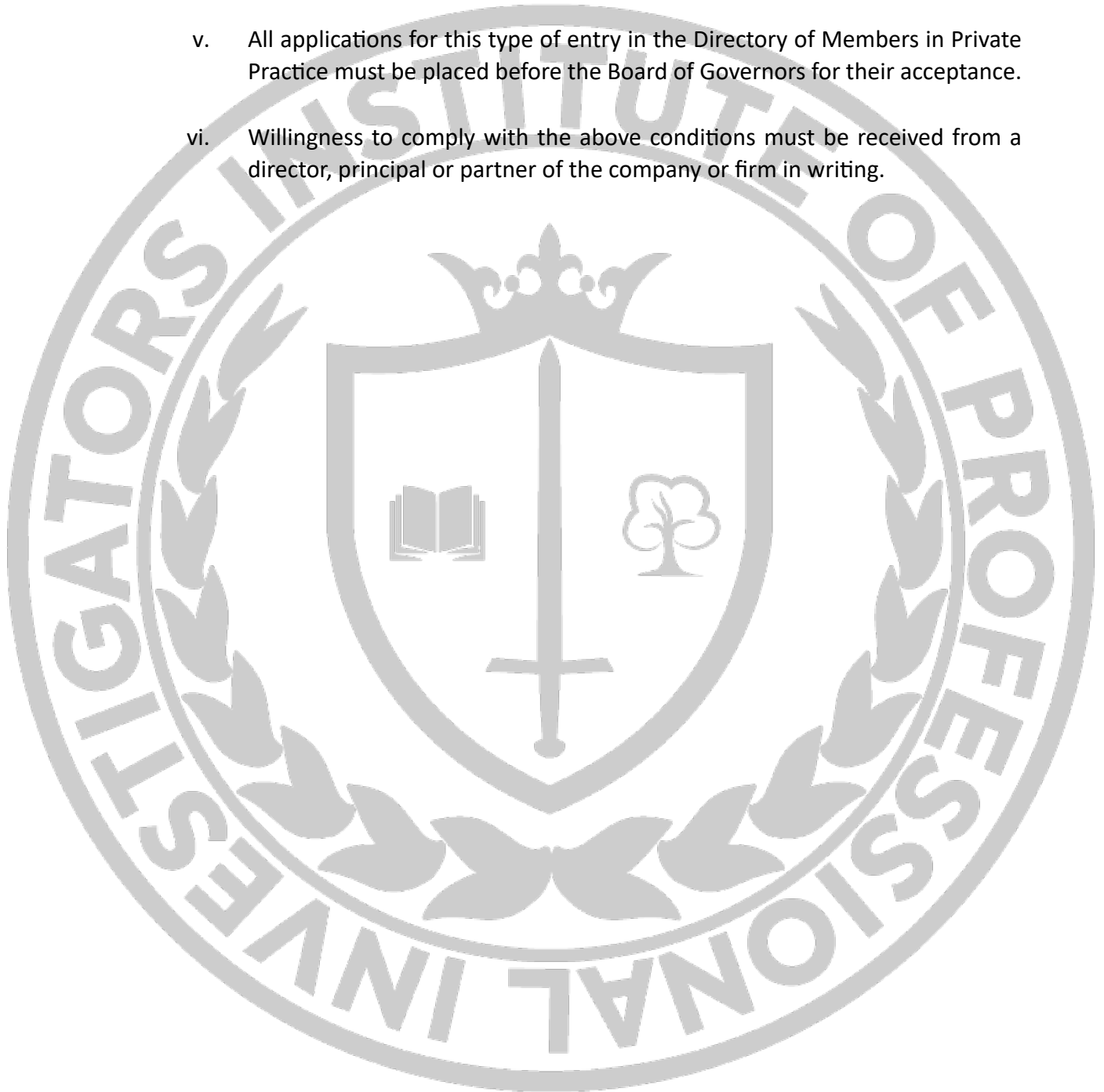
18. DISQUALIFICATION OF BOARD MEMBERS.

- (a) Any elected Board Member who, having been notified of meetings in the customary and accepted manner, fails to attend two such meetings within a period of twelve months without reasonable justification shall, after ratification by the Board, forfeit his position as a member of the Board of Governors.
- (b) Any elected Board Member who in the opinion of a majority of the Board is not contributing sufficient input to warrant his continued presence as a Board Member shall forfeit his position as a member of the Board of Governors.
- (c) Any person so excluded shall have the right to appeal to the general membership at the first general meeting following his exclusion.
- (d) Exclusion from the Board for any of the foregoing reasons must be circulated to all members via the Institute member mailshot. (20/3/24)

19. WEBSITE DIRECTORY OF MEMBERS IN PRIVATE PRACTICE. (20/3/24)

- (a) At the Board's discretion participants of the Institute carrying on business in private practice may, at their request, be included in the Website Directory of Members in Private Practice. Participants who are directors, principals and partners in companies providing services to the private sector may have extra entries in the Directory at a cost to be decided annually by the Board of Governors.
- (b) Participants who are employed by firms who do not have a director, principal, or partner, participating in the Institute may, on certain conditions, have their employers details listed in the Website Directory of Members in Private Practice. The listing shall be restricted to the employee's own place of employment and no other entry shall be permitted. Conditions relating to this category are as follows:
 - i. The company or firm concerned must provide an investigatory service to the private Sector.
 - ii. The participant seeking the entry must hold a significant position in the company or firm and have complete autonomy as regards operational matters of an investigatory nature.

- iii. The participant must hold full responsibility for employing and dispensing. with the services of other investigators under his/her control employed by the company or firm.
- iv. Other than in accordance with Byelaw 17 the Institute's logo must not be used on company literature. A notation that the company or firm complies with the Institute's. Codes of Conduct will be permitted.
- v. All applications for this type of entry in the Directory of Members in Private Practice must be placed before the Board of Governors for their acceptance.
- vi. Willingness to comply with the above conditions must be received from a director, principal or partner of the company or firm in writing.



APPENDIX 'A'

EXAMINATION PROCEDURE.

Every person wishing to achieve Membership or Fellowship status within the Institute must satisfy the Board of Governors that they are sufficiently qualified and experienced to be awarded such status. No candidate will be eligible to apply for Membership of the Institute unless they have passed examinations or achieved investigative qualifications deemed acceptable and approved by the Institute. (20/3/24)

The following regulations apply only in respect of the Institute's examinations.

1. EXAMINATIONS

(a) The Institute shall exercise and maintain a Professional Investigator Examinations which will be arranged and conducted by the Training Committee consisting of the Chairman (IPI Head of Training), a Member of the Board of Governors and one other full member nominated by the Chairman. (20/3/24) The Training Committee shall be responsible:

- i. To examine and verify the vocational and/or academic qualifications of potential Members and recommend or reject progress of any application for membership purely on that basis.
- ii. To endeavour to create the necessary assessment criteria in respect of the required range of modular examination subjects for submission through the Training Committee.

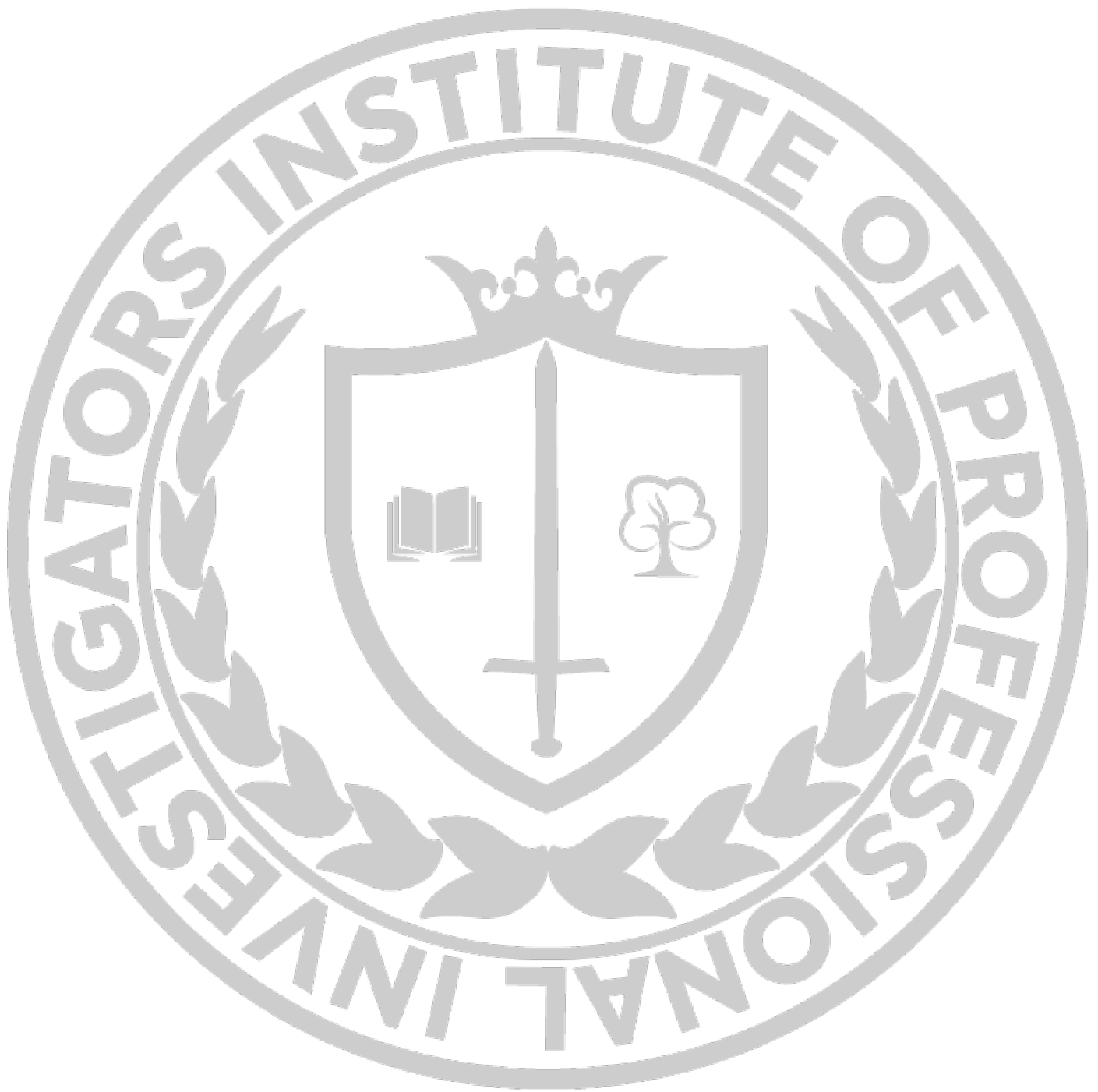
2. EXAMINATION SYLLABUS / EXAMINATIONS

(a) A student will undergo the IPI Investigation foundation course which is an online course managed by the Training committee. On successful completion of this the student will complete an examination which will be accredited the Level 3 RQF Professional Investigator qualification. Successful completion of the IPI Investigator foundation course will enable applicants to the Institute to apply for full membership of the Institute. (20/3/24)

3. FELLOWSHIP STATUS

(a) To obtain Fellowship status, a member must submit a thesis of at least eight thousand words in accordance with the principles outlined in Byelaw 12.

- (b) The Board shall have power to admit to Fellowship of the Institute any person who, provide he has been a professional investigator for a period of at least three years, has in the opinion of the Training committee and the Board already attained a high academic or professional position in investigation.



APPENDIX 'B'.

RULES AND PROCEDURE AT GENERAL MEETINGS.

DUTIES OF THE CHAIRMAN

The Chairman should be well acquainted with the statutory rules, standing orders or other relevant rules of the body over which they are presiding, and his decisions must be governed and controlled by them.

1. CHAIRMAN RESPONSIBILITIES

The Chairman should -

- (a) See that the meeting is properly convened in accordance with the rules and properly constituted e.g. that proper notice was given; that there is a quorum of members present; and that his own appointment is regular and in order.
- (b) Take care that all the requirements of the relevant rules are duly observed.
- (c) See that the items of business are taken in the order set out in the agenda paper, unless that order is altered with the consent of the meeting.
- (d) Take care that due and sufficient opportunity is given to those who wish to speak (and particularly the minority) to express their views on the subject under debate or discussion. Speakers should be called on by name. The Chairman has no right to prevent discussion upon the matter, which is included in the notice convening a meeting, and they should see that the sense of the meeting is properly ascertained with regard to any question which is properly before the meeting.
- (e) Allow no discussion unless there is some motion before the meeting.
- (f) Prevent irrelevant discussion and forbid a second speech on the same motion except in the case of a proposer, when under the rules they have a right of reply.
- (g) Take the sense of the meeting by putting the motions and amendments in proper form. Unless the relevant rules otherwise provide, voting will be by show of hands in the first place. Before declaring that a motion is lost or carried a chairman has a right to have a recount if they are uncertain who has voted for or against the motion.
- (h) At all times ensure that proper Minutes of the meeting are kept and that a true record is made of the number of votes for, against and abstentions, of every vote

taken and that at the earliest opportunity peruses the Minutes presented to them following each meeting, for approval and circulation to the other Committee Members in the form so approved by them.

2. DISCUSSION AND DEBATE.

- (f) The conduct and control of the discussion or debate is mainly in the hands of the Chairman, who must be discreet, impartial, and tactful in its management. The following rules are, it is suggested, appropriate.
- (g) Every Member who so desires should, where practicable, have an opportunity of speaking upon each motion; no second speech to be allowed except that the mover of the original motion should have the right of reply. Members should usually stand whilst speaking except when in Committee. Every speech should be addressed to the Chairman, and as far as possible reference to persons by name should be avoided. Every member who speaks should direct his speech strictly to the motion under discussion or to an explanation, or to a question of order. Sometimes a time limit to length of speeches is fixed, which may be varied by the consent of the meeting.
- (h) The order in which members should speak is determined by the Chairman, who should endeavour to ascertain either the implied or express wishes of the meeting thereof, any conflict of opinion being settled by vote of the meeting. The Chairman should call each member, whom they wish to speak, in turn and by name. According to custom, the member who is entitled to address the meeting is the one who first rises to speak and who is observed by the Chairman; in that event, to prevent uncertainty, the Chairman announces the member's name. If a meeting declines to accept the choice of the Chairman as to who shall speak, e.g. when several members rise simultaneously to address the meeting, it is open to the meeting to resolve this matter by formal motion, e.g. that Mr A be now heard. But deference to the Chairman is a principle, which should be invariably observed. It is not open to the majority to prevent the views of the minority being put forward.
- (d) The Chairman should impartially allow supporters and opponents of a motion equal opportunities of speaking and have regard to the rights of minorities.
- (e) The Chairman should insist on members refraining from unseemly interruptions or making a running commentary on the remarks of the speaker, and from holding informal sub-committees or private conversations sotto voce during debate, or any other conduct tending to disturb the meeting. They should call a member to order for repetition, unbecoming language, or any breach of order, and may direct such member, if speaking, to discontinue his speech.
- (f) Points of order which may be raised by any member, whether they have previously spoken or not, should be taken immediately they are brought to the notice of the

Chairman. Explanations, which should be brief and to the point, must not introduce new topics. The Chairman should not allow a speech or debate to follow an explanation, and unless they are firm about this a wrangle and possible disorder generally follows. The Chairman's decision on points of order is final, and in it they should have the loyal support of the meeting.

- (g) Members should realise that support of the Chairman and the maintenance of order expedites the transaction of business, and that the conduct of a disorderly member, if unchecked, may result in a disorderly and ineffective meeting. A want of support for the Chairman often makes the subject of discussion a vehicle for personalities, to the detriment of good feeling and good taste.
- (h) Discussion must be relevant to the subject under debate. Members who ignore this rule, or who use offensive language, or impute improper motives to colleagues, should be sharply dealt with by the Chairman, and in the event of persistent disregard of the authority of the Chair, should be requested to retire from the meeting, and, if necessary, removed therefrom.
- (i) The rising of the Chairman should be accompanied by silence, and any member speaking should immediately resume his seat.

3. THE CASTING VOTE.

- (a) In the absence of express provision, a chairman has no second or casting vote, but this privilege may of course be conferred by the relevant rules that govern the meeting.
- (b) Where a chairman has a second or casting vote, they should give his first vote as a Committee Member when the vote of the other members is being taken. If there is an equality of votes they may then, and only then, exercise his casting vote, which should be against the Motion (even if they have originally voted for the Motion) so that the Motion is lost, and the status quo retained. Thus, they are not prevented from exercising his ordinary vote one way and his casting vote another, or they may decline to vote at all upon either his first vote as a Committee Member or to exercise the second or casting vote. In the case of equality of votes, and the Chairman declined to exercise his casting vote, the Motion is lost.
- (c) The Chairman should follow the fair and long-established practice of exercising the casting vote to defeat the Motion and thereby retain the status quo. This is very important to maintain, and the Proposer (or any other Committee Member) may, if they wish, pursue his proposal or motion at a later meeting when his proposal and arguments are then more attractive or otherwise to the Committee, and it may well then succeed or again be defeated with a greater decisive majority.

4. POINT OF ORDER.

- (a) A Point of Order must deal strictly with the conduct or procedure of the meeting. A member may not call a Point of Order simply because they disagree with the view of the Chairman or the person addressing the meeting.
- (b) Points of Order may be made relative to the following:
- (c) Incorrect Procedure; Irrelevancy; Improper Language and Transgression of Rules and Procedure.

5. INCORRECT PROCEDURE:

- (a) Any act not in accordance with the express provisions of the Memorandum, Articles and Byelaws or contrary to the procedure set out under the foregoing paragraphs under the headings of Duties of Chairman and Discussion and Debate.

6. IRRELEVANCY:

- (a) When the Speaker deviates from the particular subject matter under discussion at the time they are addressing the meeting.

7. IMPROPER LANGUAGE:

- (a) Use of foul language; personal abuse of any person or persons who may or may not be present, whether they be members or otherwise, by actual words or by innuendo. Wilful and reckless misrepresentation.
- (b) A Point of Order must be called immediately the breach or transgression has taken place and cannot be raised at a later time. It shall be addressed to the Chair and stated briefly. No speeches are allowed, and the Chairman's ruling is final (subject to certain exceptions - see next paragraph). The Chairman shall either correct the Speaker or overrule the objection.
- (c) If one or more members does not accept the Chairman's ruling as correct, they may propose a motion of No Confidence in accordance with the appropriate rules governing procedure for motions.

DEFINITIONS.

8. RESOLUTIONS.

- (a) **Ordinary Resolutions** usually referred to in the Act as Resolutions of the Company in General Meeting, are those, which are passed by a majority of those voting at any kind of general meeting. Authority under Section 184 of The Companies Act provides that a Company may, by Ordinary Resolution, remove a Director before the expiration of his period of office. Special notice is required of any Resolution to remove a Director under the Section or to appoint somebody instead of a Director so removed.
- (b) **Extraordinary Resolution** is one which has been passed by a majority of three fourths of such members as being entitled so to do voting in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given.
- (c) **Special Resolution** required for altering Articles, making alterations in the objects clause of the Memorandum and of certain other matters in the Memorandum - i.e. change of name of the Company and reducing the capital. To pass a Special Resolution involves the same requirements as for Extraordinary Resolutions except that instead of fourteen days' notice, twenty-one days are required, and the Resolution must be specified in the notice as a Special Resolution. The majority required is the same as for an Extraordinary Resolution. A proviso permits the passing of a Special Resolution at a meeting of which less than twenty-one days' notice has been given if it is so agreed by a majority in number of the members having the right to attend the vote, the majority together representing 95%.

9. AMENDMENTS.

- (a) The amendment to an Ordinary Resolution must be within the scope of the notice convening the meeting. Every amendment must be put to the meeting and a proposed amendment need not be seconded unless the Articles specifically require this; therefore, a Chairman is not justified in refusing a motion of amendment because there is no seconder unless the Articles or rules expressly provide that all motions or amendments shall be seconded.

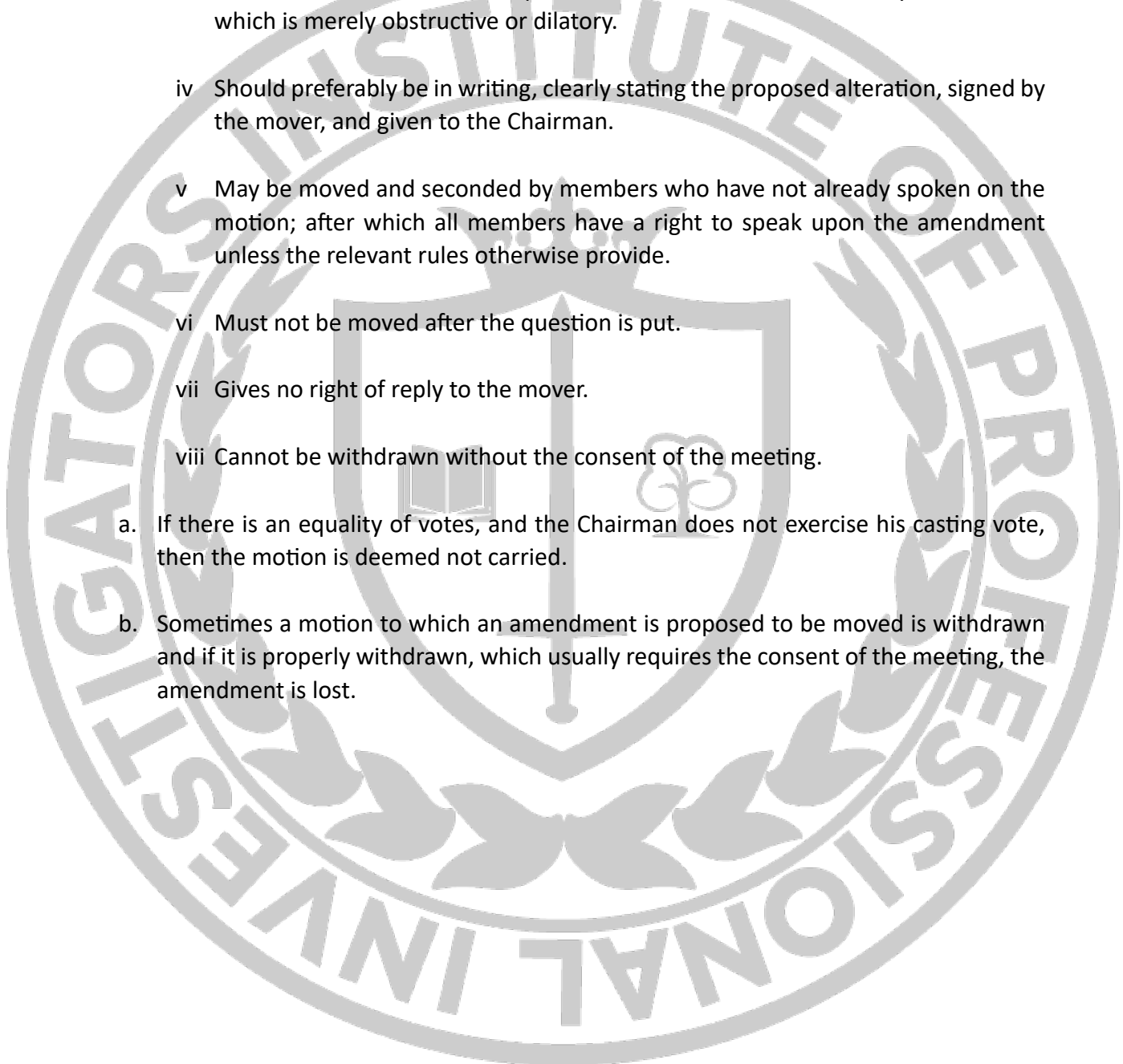
10. MOTIONS.

- (a) A Motion is a proposal moved by a member. If resolved upon it becomes a resolution; therefore, it is inaccurate to speak of submitting a resolution to a meeting. All motions should be:
- i in writing signed by the mover and handed to the Chairman of the meeting unless they are procedural motions.

- ii relevant to the business for which the meeting is called, within the scope of the notice convening the meeting and within the powers of that meeting.
 - iii duly proposed and where it is the practice of the meeting or is required by the rules, seconded.
- (b) Motions cannot be withdrawn unless with the unanimous consent of the members present. Motions which are not moved by the person who has given notice or by some other member for them are dropped motions and cannot be revived without a new notice. Motions should be discussed in the order in which they appear on the agenda paper unless the members present wish otherwise. A motion which has been negatived may not be brought forward again at the same meeting but may be brought forward at a future meeting.
- (c) When there is no amendment to a motion it is put to the meeting for its opinion and if agreed to become the resolution of the meeting. When there is an amendment to the motion, it should be put to the meeting first. If not carried, other amendments in turn may be put and if all amendments are lost, the original motion is put to the meeting for its decision. A mover of a motion may vote for an amendment but in doing so they would in effect withdraw their original motion.
- (d) Ordinary amendments can be moved without previous notice provided they are relevant to the motion and not outside the scope of the notice convening the meeting and do not involve such a substantial alteration of the motion as to make it a new motion. Amendments generally seek to:
- i Omit certain words.
 - ii Omit certain words and insert others.
 - iii Insert additional words.
- (e) Amendments should be dealt with separately and should be taken in their logical order. The Chairman has no personal authority to either accept or reject an amendment but obtains authority from the meeting. If an amendment has not been seconded, that amendment is still good.

11. AMENDMENTS.

- (f) An Amendment.

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- i Must not merely negate the motion. A person wishing to move such an amendment may achieve the same result by voting against it. should, if the rules so provide, be formally moved, and seconded.
 - ii Must come strictly within the scope of the notice convening the meeting.
 - iii Amendments substantially altering the motion cannot usually be put without proper notice. Any amendment without notice, which substantially alters the motion of which notice is required, is out of order, as is also any amendment which is merely obstructive or dilatory.
 - iv Should preferably be in writing, clearly stating the proposed alteration, signed by the mover, and given to the Chairman.
 - v May be moved and seconded by members who have not already spoken on the motion; after which all members have a right to speak upon the amendment unless the relevant rules otherwise provide.
 - vi Must not be moved after the question is put.
 - vii Gives no right of reply to the mover.
 - viii Cannot be withdrawn without the consent of the meeting.
 - a. If there is an equality of votes, and the Chairman does not exercise his casting vote, then the motion is deemed not carried.
 - b. Sometimes a motion to which an amendment is proposed to be moved is withdrawn and if it is properly withdrawn, which usually requires the consent of the meeting, the amendment is lost.