

BYE-LAWS FOR INSTITUTE OF HOSPITALITY

BYE-LAWS FOR MEMBERSHIP

CORPORATE GRADES OF MEMBERSHIP

1. FELLOWS

Fellowship of the Institute may be awarded provided the member is, in the opinion of the Executive Council, a fit and proper person to be so recognised and, at the time of her/his submission, shall:

- i) have made a significant personal contribution within the industry. A period of at least five years in a senior position will generally be needed to enable this requirement to be met

and

- ii) EITHER have been a corporate member for at least five years, OR, at the discretion of the Executive Council be considered for direct entry in accordance with Bye-Law 1.2 below

and

- iii) be able to demonstrate a significant contribution to the aims and work of the Institute

and/or

- iv) have shown evidence of an ongoing commitment to Continuing Professional Development¹ and have gained and evidenced CPD Points as defined from time to time by the Executive Council

1.1 Applications for Upgrading to Fellowship

Applicants for upgrading to Fellowship shall be supported by TWO Fellows of the Institute, who shall have knowledge of the candidate for THREE years immediately preceding the application. In exceptional circumstances, the Executive Council may, at its discretion, accept THREE references from those who are not Fellows of the Institute, provided such persons hold senior management positions in the industry, and who have knowledge of the applicant for at least THREE years immediately preceding the application. Referees must not be members of the applicant's immediate family circle.

1.2 Direct Entry to Fellowship

In exceptional circumstances, the Executive Council may admit directly into fellowship, individuals who have made an outstanding contribution to the industry. They must be able and willing, in the view of the Executive Council, to personally advance the objectives of the Institute and encourage others to pursue these objectives throughout a major segment of the industry.

They shall be supported by THREE Fellows of the Institute, one of whom shall provide the appropriate information on the nominee.

This method of entry into Fellowship is not open to applications. It is by invitation only.

1.3 Honorary Fellows

Honorary membership of the Institute will be granted at the level of Fellowship. Honorary Fellows shall be entitled to all the privileges of membership and shall not be required to contribute to the funds of the Institute.

The Executive Council shall have absolute discretion as to the admission to honorary membership of the Institute provided that:

(i) the candidate shall be a person who, by reason of her/his public standing or professional experience appears to the Executive Council able to promote and desirous of prompting the objects of the Institute,

and

(ii) the candidate shall be elected at a duly constituted meeting of the Executive Council at which not less than two-thirds of the members entitled to attend shall be present, by a resolution passed by at least a two-thirds majority of the whole number of members present and voting at the meeting;

and

(iii) the candidate shall be nominated by a member of the Executive Council and have the written support of four other members of the Executive Council who shall be Fellows of the Institute.

2. MEMBERS

A person shall be eligible to be admitted as a Member of the Institute provided that she/he is, in the opinion of the Executive Council, a fit and proper person to be so admitted and at the time of her/his application shall have met the following criteria:

2.1 Qualifications

Have met the Institute's Qualification Points requirements by holding a qualification approved by the Executive Council in respect of this grade of membership.

i.e: an Institute of Hospitality awarded qualification, a degree, foundation degree, diploma or equivalent comparable qualification awarded by a UK or international recognised organisation.

and

2.2 Industry Experience

Have achieved the appropriate Industry Experience Points in a management or senior management post directly concerned with the hospitality, leisure and tourism industries, and/or in other areas of work as defined from time to time by the Executive Council

and/or

2.3 Continuing Professional Development

Have shown evidence of an ongoing commitment to Continuing Professional Development and have gained and evidenced CPD Points as defined from time to time by the Executive Council

2.4 Applications

Applications for membership shall provide the name and address of a referee who can be approached if required. The referee should have recent professional knowledge of the applicant of at least one year and should either be a current member of the Institute, or a current or immediate past employer, or a person of professional standing. The Executive Council reserves the right to take up references as and when required and act accordingly. The Executive Council reserves the right to refuse admission to the Institute without entering into discussion or providing further explanation.

3. ASSOCIATE MEMBER (NON CORPORATE GRADE OF MEMBERSHIP)

A person shall be eligible to be admitted to the non-corporate grade of Associate of the Institute provided that s/he is, in the opinion of the Executive Council, a fit and proper person to be so admitted, and that at the time of her/his application shall have met the following criteria:

3.1 Qualifications

Have met the Institute's Qualification Points requirements by holding a qualification approved by the Executive Council in respect of this grade of membership.

i.e. an Institute of Hospitality awarded qualification, a degree, foundation degree, diploma or equivalent comparable qualification awarded by a UK or international recognised organisation.

and /or

3.2 Industry Experience

Have achieved the appropriate Industry Experience Points in an entry level or supervisory management post directly concerned with the hospitality, leisure and tourism industries, and/or in other areas of work

and/or

3.3 Continuing Professional Development

Have shown evidence of an ongoing commitment to Continuing Professional Development and have gained and evidenced CPD Points as defined from time to time by the Executive Council

3.4 Applications

Applications for membership shall provide the name and address of a referee who can be approached if required. The referee should have recent professional knowledge of the applicant of at least one year and should either be a current member of the Institute, or a current or immediate past employer, or a person of professional standing. The Executive Council reserves the right to take up references as and when required and act accordingly. The Executive Council reserves the right to refuse admission to the Institute without entering into discussion or providing further explanation.

4. **AFFILIATE MEMBER and AFFILIATE (STUDENT) MEMBER (NON CORPORATE GRADE OF MEMBERSHIP)**

This grade is open to those who wish to learn more about the work of the Institute and the sector and who are not eligible for a higher membership grade. An Affiliate may also be a professional from another field of interest such as human resource, health and safety, or other management sectors. Affiliates do not have voting rights and cannot hold office.

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A person shall be eligible to be admitted as a non-corporate, Affiliate member of the Institute provided that s/he is, in the opinion of the Executive Council, a fit and proper person to be so admitted and that at the time of her/his application shall:

EITHER (i) not be eligible for a higher membership grade but wishes to participate in the life and business of the Institute.

OR (ii) be following a recognised course in preparation for a degree, foundation degree or Institute of Hospitality Qualification or such other qualifications as are from time to time defined by the Executive Council.

FEES AND SUBSCRIPTIONS

SUBSCRIPTIONS

6. Every member of the Institute upon election shall become liable to pay the appropriate annual subscription for class of membership as laid down from time to time by the Executive Council.
7. The Executive Council may, at their absolute discretion, increase, reduce, remit or compound any annual subscription or the arrears of any annual subscription of any member of the Institute.
8. No member of the Institute whose total annual subscription is four months in arrears shall be entitled to receive notice of, or attend, or take part in any meetings of the Institute.
9. Any member of the Institute who is more that four months in arrears shall have his name removed from the register of members and must surrender his certificate of membership.
10. The subscription levels for the various grades of membership shall be decided from time to time by the Executive Council.

ABBREVIATED TITLES

11. The authorised abbreviations indicating the class in the Institute to which any member had been duly elected, and which he/shall be entitled to use after his/her name, shall be as follows:

For a Fellow	FIH
For a Member	MIH
For an Associate	AIH

CERTIFICATES OF MEMBERSHIP

12. Every member except those in affiliate grades shall be entitled to a certificate of membership according to his/her grade as the case may be. Such certificates shall at all times remain the property of the Institute, and shall be returned to the Institute on the cessation of membership.
13. In the event of a certificate being destroyed or otherwise defaced, a member may be issued with a duplicate certificate at a charge which shall be defined from time to time.
14. Such duplicate certificates shall remain the property of the Institute and shall be surrendered on the cessation of membership.

LIFE MEMBERSHIP

15. The Council shall have power to admit as a Life Member any Corporate Member of the Institute who, in the opinion of the Executive Council, has performed outstanding services to the Institute or to the profession. Such awards are not routine acknowledgement of long service in branch or national office or committee membership. The Executive Committee should admit such persons at a duly constituted meeting of the Executive Council at which not less than two thirds of the members entitled to attend should be present, by a resolution passed by at least a two thirds majority of the whole number of members present and voting at the meeting.

Life members shall be entitled to all privileges of membership and shall not be required to contribute to the funds of the Institute.

BYE-LAWS – CODE OF CONDUCT & DISCIPLINARY PROCEDURES

CODE OF CONDUCT

51. General Statement

Institute of Hospitality exists to promote and develop the professionalism of managers in the hospitality tourism and leisure industry.

- (i) The promotion of standards in the practice of good hospitality management.
- (ii) The advancement of education and training in the practice, in particular promoting research and the dissemination of the useful results of such research.

THE OBLIGATIONS OF MEMBERS

52. Members of the Institute are committed to the achievement of these objectives and to the maintenance of the standards of professional conduct as established by this Code of Conduct.

53. This Code of Conduct defines the standards required by Article 10 of the Articles of Institute. It is in two parts: -

(a) Rules of Conduct

These define the professional standards which members must maintain as a condition of membership. Adherence to these rules is obligatory. Failure to do so may lead to disciplinary action being taken against the member in accordance with Bye-Laws 56-71.

(b) Principles of Good Professional Practice

These principles expand upon the basic standard set down in the Rules of Conduct and indicate the standards which members should seek to achieve in the interests of good practice. Failure to achieve these standards alone would not lead to disciplinary action but in the event of any complaint being considered under the disciplinary procedure, such failure would be admissible in evidence and taken into account in proceedings before the Disciplinary Committee.

THE RULES OF CONDUCT

54. In general, members of the Institute are required to exercise their professional skill and judgement to the best of their ability and to carry out faithfully their professional responsibilities with integrity.

In particular, members shall: -

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- (a) comply with the laws and ethical customs and practices of any country in which they work.
- (b) uphold and safeguard the reputation and standards of Institute of Hospitality.
- (c) use Institute of Hospitality designatory letters only:
 - (i) for purposes, and in a style, which conform with the objectives and uphold the dignity of the Institute

and
 - (ii) in conjunction with their own name.
- (d) declare to Institute of Hospitality any conflict of interest which might arise in the course of representing the Institute.
- (e) not misuse their authority for personal aggrandisement or gain.
- (f) respect the confidentiality of information.
- (g) maintain a proper balance between the interest of employer or proprietor and customers, clients and suppliers.

THE PRINCIPLES OF GOOD PROFESSIONAL PRACTICE

55. Institute of Hospitality members must accept the responsibilities and obligations implicit in their work. In respect of themselves and others with whom they interact in the course of their professional life, they should seek to maintain and promote the following standards: -

- (a) In respect of Institute of Hospitality and Fellow Members -
 - (i) Avoid injuring or damaging, directly or indirectly, the reputation, interests or prospects of fellow members.
 - (ii) Promote and recommend the Institute and its standards.
 - (iii) Uphold the educational standards and policies of the Institute and support the advancement and acquisition of education, training and qualifications.
 - (iv) Avoid bringing the Institute into disrepute.
 - (v) When acting as a representative of Institute of Hospitality, the interests of the Institute should be paramount to personal or employers' interests.
 - (vi) Not knowingly misrepresent the corporate views of the Institute in public.

- (vii) Avoid professional criticism by maintaining a high standard of performance.
- (b) Personally -
 - (i) Regulate their professional affairs to a high standard of integrity and uphold their statutory responsibilities in all respects.
 - (ii) Make proper use of resources available.
 - (iii) When in pursuit of personal ambitions and interests take account of the interest of others.
 - (iv) Maintain their standards of professional competence, knowledge and skill; and
 - (v) Take advantage of opportunities for training and education offered to advance and improve professional standards.
- (c) In respect of their employers -
 - (i) Carry out duties and responsibilities conscientiously and with proper regard for the employer's interest.
 - (ii) Apply the lawful policies of the employer obviating corrupt practice, particularly in receiving gifts and benefits.
 - (iii) Disclose immediately and fully to an employer any interest which conflicts with those of the employer.
 - (iv) Consult with and advise the employer on the implementation or adoption of new developments in the profession or industry.
 - (v) Have full regard for the interest of the profession and the public interest in fulfilling obligations to the employer.
- (d) In respect of colleagues and subordinates -
 - (i) Help and encourage their professional development through the acquisition of skills, qualifications and training.
 - (ii) Promote good relationships through effective communication and consultation.
 - (iii) Establish their confidence in and respect for himself (the member) and his qualification.

- (iv) Protect at all times their health, safety and welfare.
- (e) In respect of customers, clients and suppliers-
 - (i) Promote the standing, impartiality and good name of Institute of Hospitality.
 - (ii) Establish good, but detached relationships.
 - (iii) Avoid endorsing any product through advertising in a way which impairs Institute of Hospitality's impartiality.
 - (iv) Establish and develop with customers, clients and suppliers a relationship leading to mutual confidence.
 - (v) Protect at all times the health and safety of customers.

DISCIPLINARY PROCEDURES

56. The Articles of Institute of the Institute of Hospitality provide for the Executive Council to conduct an enquiry to administer disciplinary action and in the case of an appeal to nominate an arbitrator.

COMPLAINTS

57. Members or third parties may make complaints in writing to the Chief Executive. The Chief Executive will immediately seek permission from the complainant to approach the person against whom the complaint is made to obtain the latter's observations (i.e. he would be written to, with the nature of the complaint and the complainant's name).

ENQUIRY

58. (a) Once any observations have been received, these and the complaint will be considered by the Chief Executive and the Chairman or Vice Chairman of the Executive Council and their decision as to whether there is a case to answer before the Disciplinary Committee will be conveyed to both parties in writing.
- (b) The respondent's observations must be received at the Institute's offices within 14 days; if none is received within this time the Chief Executive and the Chairman or Vice Chairman of the Executive Council will have to consider such evidence as is available to them.
- (c) In all circumstances the proceedings will remain confidential.

DISCIPLINARY COMMITTEE

59. Constitution:

The Disciplinary Committee shall consist of a past President as Chairman, three other past Presidents and, if appropriate, one or more persons (non-voting) to provide specialist knowledge relevant to a particular case, all members being appointed by the Executive Council. The Chief Executive shall be *ex-officio* a member of the Committee and the Secretary to the Institute shall serve as Secretary to the Committee.

60. Terms of Reference:-

The Terms of Reference of the Disciplinary Committee shall be:-

- (a) to examine the available evidence including hearing representations from the respondent and to make such enquiries as are necessary to establish whether or not the complaint is substantiated;
- (b) to report to the Executive Council the findings of the Disciplinary Committee including any recommendations of the Disciplinary Committee to the Executive Council regarding which sanction or sanctions is or are appropriate,

i.e.

termination of membership (expulsion)

suspension of membership for a defined period

downgrading from Fellow to Member

suspension for a specified period from office holding at branch and national level

reprimand (by way of rebuke)

caution (by way of warning)

- (c) to recommend to the Executive Council whether the findings of the Disciplinary Committee and decision of the Executive Council should be published and whether or not the name of the respondent should be divulged. No action shall be taken until the 28 days of notice of appeal has expired.

PROCEDURES

61. Notice of Hearing:-

When it has been decided that there is a case to answer, the respondent will be notified within 21 days of the nature of the complaint and be given twenty eight days' notice of the hearing.

62. Legal Representation:-

- (a) The Disciplinary Committee may be legally advised by a solicitor or by Counsel.
- (b) The respondent will inform the Secretary of the Disciplinary Committee whether he wishes to be legally, or otherwise represented, to call witnesses and/or submit documents as evidence.

63. Presentation of the Case:-

At the hearing the Chief Executive will present the case. If the Respondent is legally represented then the Institute may be similarly represented in which case the case against the Respondent may be represented by the Institute's legal representative.

64. Decision:-

When the hearing is completed all except the chairman and members of the Disciplinary Committee and its legal adviser will retire to allow the Disciplinary Committee to reach a decision.

When a decision has been reached all concerned will be recalled and informed of the findings of the Disciplinary Committee and any recommendations which the Disciplinary Committee will be making to the Executive Council. The Respondent will also be informed of the appeal procedure. The Respondent is required to acknowledge receipt.

In all cases the Respondent may request in writing that the disciplinary findings be published. The final decision regarding publication of the findings shall rest with the Executive Council.

APPEALS

65. Notice of Appeal:-

Notice of Appeal must be submitted to the Secretary of the Disciplinary Committee by the appellant within 28 days of receipt of the written notification of the decision of the Disciplinary Committee.

66. Membership:-

- (a) Three Arbitrators shall be chosen for each case as follows:-

- 1 chosen by the Appellant

- 1 chosen by the Executive Council **of** Institute of Hospitality.

- 1 chosen by the other two arbitrators who is independent and who will fulfill the role of Tribunal Chairman.

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- (b) None of the arbitrators should hitherto have been involved in the disciplinary process or hearing.
- (c) The Executive Council's Arbitrator will be chosen at the next Executive Council meeting after the Notice of Appeal has been formally submitted in writing by the Appellant.
- (d) The name of the Appellant's Arbitrator must be given to the Chief Executive of the Institute of Hospitality not more than ten days after the meeting at which the Executive Council's Arbitrator is chosen. If the Appellant fails to comply with this requirement, then the decision of the Disciplinary Committee shall stand and be reported to the next Executive Council meeting for ratification as in paragraph 60 above.

67. Administration

- (a) The tribunal will meet at the Institute of Hospitality offices at Trinity Court, 34 West Street Sutton SM1 1SH at the earliest possible date agreed by the Arbitrators and in any case not later than 28 days after the meeting at which the Executive Council's Arbitrator is chosen. Any other convenient location may be selected by the Arbitrators and arranged by the Institute of Hospitality Secretariat.
- (b) Ten clear days notice of the meeting will be given in writing to all persons concerned.
- (c) The Secretary to the Tribunal shall be the Secretary of the Disciplinary Committee, or as supplied by the Institute of Hospitality Secretariat.

68. Admissible grounds for Appeal may be:

- (a) That the Disciplinary Committee erred in principle in finding the complaint proven; i.e. that the decision was perverse in that the weight of evidence supplied did not support the allegation made.
- (b) That the sanction recommended by the Disciplinary Committee to the Institute of Hospitality Executive Council **was** inappropriate or excessive.

69. Terms of Reference

The Arbitrators shall have power by their award to annul and/or amend the decision of the Disciplinary Committee or to do so subject to the performance of any conditions which they may think fit to impose.

70. Procedure

- (a) The tribunal will meet in private.

- (b) The record of the Disciplinary Committee and all papers submitted to it will be made available to the Arbitrators.
- (c) The Arbitrators may call any relevant person to give evidence, or may ask for further written evidence.
- (d) Those appearing before the Arbitrators may be accompanied by a legal adviser if so desired.
- (e) It is envisaged that the Tribunal may require two meetings, vis:-
 - (i) one to consider papers and written evidence, and
 - (ii) one to examine witnesses if the Arbitrators so desire.

The first meeting will be called in accordance with the requirements set out in paragraph 67; the second will be called for a date agreed by the Arbitrators.

- (f) Minutes of the Tribunal meeting will be taken.
- (g) The tribunal is not required to reach a unanimous decision.
- (h) The tribunal may reserve its judgment or may give its decision after a retirement before the close of the meeting.
- (i) In any case, the Tribunal will give written notice of its decision to both parties within 28 days of the meeting.
- (j) The decision of the Arbitrators is final and not subject to ratification by Executive Council.
- (k) A formal notice of the decision reached will appear in the next available issue of the Institute's publication *Hospitality*.
- (l) At its discretion the Tribunal may award assistance towards the travel costs incurred in attending the meeting by anyone invited to give evidence.
- (m) At its discretion the Tribunal may abridge or extend time limits specified in this paragraph as it may deem necessary.

71. Re-admission of expelled members

In the event that a person previously expelled should apply for re-admission and who fulfills the basic admission criteria, it shall be for the Executive Council at its next meeting to decide whether the applicant may be re-admitted and on what terms. The Executive Council **will** not, on such an application for re-admission review, annul or amend the decision of the Disciplinary Committee which led to the expulsion and which the Executive Council **had** formally approved. The Executive Council **will** not normally consider any such application until 5 years have elapsed from the date of the expulsion

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and the Executive Council **will** only consider any such application on its facts and merits.

BYE-LAWS FOR INSTITUTE OF HOSPITALITY COURSES/PROGRAMMES OF STUDY

BYE-LAWS FOR INSTITUTE OF HOSPITALITY AWARDING BODY

- 101 The Executive Council shall appoint a Qualifications Review Panel with academic and professional expertise to monitor and review all Institute of Hospitality Awarding Body activities and to prepare annual and other reports as may be required on the awards and qualifications offered by the Institute.
- 102 The Qualifications Review Panel will nominate for ratification by the Executive Council members of the External Examiners Committee who have responsibility for the approval of assessments, monitoring of results and Centre and Programme Provider Approval processes.
- 103 The responsibility for the administration of Institute of Hospitality Awarding Body activities will be the Chief Executive, who may depute the day to day management to Deputy Chief Executive and Director of Professional Development Services.
- 104 The Qualifications Review Panel will be responsible for the Institute of Hospitality Awarding Body Regulations for Awards and Qualifications including any review or amendments that may be required from time to time to reflect the current framework of Institute of Hospitality Awards and Qualifications.
- 105 The Qualifications Review Panel will ensure that all necessary documentation is provided to meet the criteria of the appropriate UK Government Authority or Body currently the Qualifications and Curriculum Authority (QCA) including such documents as may be required to validate the Awarding Body's authority for the quality and provision of awards and qualifications in the United Kingdom. These will include such Awarding Body policies as may be required, including those concerning:
- Customer Service
 - Enquiries and Appeals
 - Equal Opportunities
 - Malpractice Procedures
 - Position Statement on the Use of Languages
 - Reasonable Adjustments and Special Considerations
- 106 The completion of any Institute of Hospitality award or qualification shall not in itself entitle the candidate to membership of the Institute.

BYE-LAWS ON THE CONSTITUTION OF A UK BRANCH

Constitution and Title

301. A UK Branch shall be constituted by the Executive Council and the Executive Council shall, from time to time, define its area. No UK Branch of the Institute shall be formed unless there are at least 1.25% corporate members of the Institute living or working in the UK Branch area. The title of a UK Branch shall be subject to the approval of the Executive Council.

Objectives

302. The objectives of the UK Branch shall be to support and assist the Executive Council in every way in the attainment of the Institute's objectives.

Membership

303. Membership of a UK Branch shall be open to members of the Institute who normally either reside or work within the area of any given UK Branch. Members may be registered at one UK Branch only. Corporate members only have voting rights. The management of the UK Branch shall be conducted by a committee. Two-thirds of committee members shall be corporate members. Officers shall normally be corporate members.

Election of a UK Branch Committee

304. (a) Notice of the Annual General Meeting, together with the agenda and form of nomination of candidates for election to the UK Branch Committee, shall be sent to each UK Branch corporate member at least 21 days prior to the Annual General Meeting. Non corporate members shall receive Notice and agenda of the Annual General Meeting 21 days prior to the date of the Annual General Meeting. Nominations of candidates duly proposed and seconded who give their consent to serve, if elected to the UK Branch committee, shall be delivered to the UK Branch honorary secretary in writing not less than 7 days prior to the Annual General Meeting. Candidates, proposers and seconders shall all be corporate members registered at the UK Branch. The number of seats to be filled at a given election shall be determined by the Committee.
- (b) The voting for the election of members of the committee shall take place at the Annual General Meeting by secret ballot.

Two scrutineers shall be appointed from the body of the meeting to supervise the ballot and they will report the results to the Chairman.

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Election of Officers

305. UK Branch officers shall remain in office until the election of new officers to be made at the first meeting of the newly-elected committee following the Annual General Meeting.

At their first meeting after the Annual General Meeting the committee shall elect, by secret ballot from amongst their number, a Chairman of the Committee, a Vice-Chairman, an Honorary Treasurer and an Honorary Secretary who shall be known as UK Branch officers.

The Committee shall also elect a membership officer.

An individual may hold the offices of Honorary Secretary and Honorary Treasurer simultaneously.

Meetings

306. Annual General Meetings:-

(a) The Annual General Meeting of a UK Branch shall be held on a date, to be fixed by the Committee, not later than 31st May each year. At this meeting the members will receive a report from the committee and a statement of accounts made up to the preceding 31st December, elect members of the committee, appoint an honorary auditor for the ensuing year and transact any other general business.

Annual Report and Accounts:-

(b) The statement of UK Branch accounts duly audited and the report of the Committee shall be available to members at the Annual General Meeting.

Special General Meetings:-

(c) By resolution of the committee or upon the requisition of not less than 10 corporate members of the UK Branch, the Honorary Secretary shall convene a Special General Meeting. The notice convening such Special General Meeting shall state the purpose for which it is called. If, within 21 days of the deposit of the requisition, the Honorary Secretary does not convene a meeting, the requisitionists, or not less than 10 of them, may convene a meeting on their own responsibility.

Ordinary General Meetings:-

(d) The committee may convene an ordinary meeting of the UK Branch at such times and places as it may decide.

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Provisions concerning Quorum

307. (a) General Meeting Quorum

The quorum in respect of Annual General Meetings and Special General Meetings shall be twelve corporate members.

If quorum not present

If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time as may be determined and if at such adjourned meeting a quorum is not present; those members who are present shall be a quorum and may transact the business for which the meeting was called

(b) Committee Quorum

The quorum for a UK Branch committee meeting shall be three one of whom shall be a UK Branch officer.

Convening the First Meeting of UK Branch Committee after AGM

308. The first meeting of the committee following each Annual General Meeting shall be convened by the immediate past Chairman or one of the UK Branch officers within 28 days of the Annual General Meeting. The immediate past Chairman will normally take the chair until the new Chairman is elected.

Voting Rights

309. At the Annual General Meeting and at any Special General Meetings of the UK Branch, each corporate member shall have one vote.

In the event of an equality of votes, the Chairman shall have a second or casting vote.

Minutes

310. (a) Minutes of the Annual General and Special General Meetings and of all meetings of UK Branch committee shall be kept by the Honorary Secretary of the UK Branch. The Minutes of the meeting shall be read and signed as a correct record. Minutes should be available to members for inspection upon request. Separate minute books shall be kept for the general meetings, meetings of the UK Branch committees and for such UK Branch sub-committees as may be appointed.

A copy of the minutes of annual general, special general and committee meetings shall be forwarded for the attention of the Chief Executive of the Institute within twenty-one days of the meeting.

Attendance Record

- (b) A record shall be taken of the names of those present at committee meetings.

UK Branch Committee

311.

- (a) The management of the affairs of the UK Branch shall be vested in the UK Branch committee.
- (b) The UK Branch committee shall consist of not less than 5 members nor more than 15 members of the UK Branch who shall be elected by ballot at the Annual General Meeting of the UK Branch. One third (or the number nearest to but not less than one third) of the elected members of the committee shall retire (subject to 304(a)) but shall be eligible for re-election at an Annual General Meeting when the vacancies created shall be filled. The retiring members shall be those who have been longest in office since their last election and amongst those of equal seniority, the choice, in default of agreement, shall be made by ballot.
- (c) The UK Branch committee may co-opt students to represent the students in the UK Branch. Such co-opted members may, however, be required to withdraw from the meeting for such items of business as may be determined by the committee.
- (d) Casual vacancies on the UK Branch committee or among the officers or auditors may be filled by the UK Branch committee. Any member so appointed shall hold office only until the next Annual General Meeting, when he shall forthwith retire and shall then be eligible for re-election (subject to 311(b)).
- (e) The UK Branch committee shall meet at least three times in the 12 months following an AGM. Notice of a UK Branch committee meeting, together with the agenda, shall be delivered or posted to each committee member not less than seven clear days before the date of the meeting.

If any member of the UK Branch committee fails to attend at least one third of the meetings of the UK Branch in any one year, their seat shall be declared vacant, unless their absence is due to sickness or if the UK Branch committee, by specific resolution, otherwise determines.

- (f) The committee may co-opt additional members to ensure the membership of the committee, excluding the Chairman, includes a balance of sector interests. The maximum number for such co-options shall be three.

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- (g) In a UK Branch area, where it has been agreed at a Special General Meeting that a sub-division of a UK Branch by area is required, the election of the main UK Branch committee shall be on a proportional basis so that one or more sub-committees can be formed with not less than four main committee members representative of the agreed areas. In such cases the main UK Branch committee shall meet at least twice a year.
- (h) A schedule of payments made since the previous meeting shall be presented to each UK Branch committee meeting.

UK Branch Sub-Committee

- 312. (a) The UK Branch committee may appoint sub-committees, consisting of members of the UK Branch, and may refer any particular business to any sub-committee but all decisions of such sub-committees shall be subject to confirmation by the UK Branch committee.
- (b) The sub-committee may co-opt such persons for such specific purposes as the sub-committee may determine from time to time.
- (a) Any such sub-committee shall be designated as a 'UK Branch Sub-Committee'.

Honorary Secretary

- 313. The election of the Honorary Secretary shall be made by the committee in accordance with paragraph 305, and such officer thereafter shall be subject to the execution of these rules. The Honorary Secretary shall be responsible for the administration of the UK Branch. The Honorary Secretary shall forward for the attention of the Chief Executive of the Institute by the agreed due date a set of UK Branch accounts in the form prescribed by the Council and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary. The Honorary Secretary shall also hand over all books, documents, correspondence papers and assets of the UK Branch to his successor or to the Chief Executive.

Honorary Treasurer

- 314. The Honorary Treasurer shall keep the accounts of the UK Branch which shall be made up to 31st December. Such accounts, in the form prescribed by the Council, shall be audited and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary and shall be presented to the Annual General Meeting. A set, also signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary shall be delivered to the Honorary Secretary by the agreed due date for onward transmission for the attention of the Chief Executive of the Institute.

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Honorary Auditor

315. At each Annual General Meeting an Honorary Auditor shall be appointed by the members. The Honorary Auditor shall retire at each Annual General Meeting, but be eligible for re-appointment. No member of the committee shall be eligible for election as Honorary Auditor.

Finance

316. (a) The funds of the UK Branch shall be banked in an account in the name of the UK Branch at a bank to be determined by the Executive Council . All cheques shall be signed by two of the four officers of the UK Branch.
- (b) The Executive Council may make an annual grant towards the cost of UK Branch administration which shall be determined from time to time. Any such grant will not be payable, or may be reduced, if the branch has failed to comply with requirements for the submission of annual accounts as set down in Bye-Law 314 above
- (c) A UK Branch may either itself prepare and despatch circulars or may make application to the secretariat for this work to be undertaken, the cost of such work to be determined at the time of application.

The financial year shall be from 1st January to 31st December.

A UK Branch committee may apportion, if appropriate, all or part of its funds to its sub-committees in which case the sub-committee shall be accountable to the Honorary Treasurer for the expenditure of such funds. All expenditure must be made in line with Guidance as provided from time to time by the Executive Council

Financial Liability

317. Neither the Institute nor the Executive Council shall be responsible for financial liabilities of the UK Branch unless such liabilities shall have been incurred with the consent of the Executive Council and certified in writing by the Chief Executive of the Institute.

General Powers

318. (a) In no case, and under no circumstances, shall a UK Branch officer or any officer or member of a UK Branch have power to bind the Institute by contract or otherwise or to impose any liability thereon or to make or do any representation acts or things as agent for the Institute.
- (b) All members of any UK Branch shall be bound by the regulations for the time being in force for the administration and management of UK Branches.

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Dissolution

319. In the event of the winding-up of a UK Branch, all minute books and account books, together with any monies which may remain after payment of all UK Branch expenses shall, upon such winding-up, be forwarded to the Chief Executive of the Institute, who shall acknowledge receipt thereof to the Honorary Chairman of the UK Branch. Such monies thereafter become part of the assets of the Institute as a whole.

Further Provisions

320. Any matters which do not fall within the scope of these Rules and Regulations should be brought to the attention of the Executive Council.

BYE-LAWS ON THE CONSTITUTION OF AN INTERNATIONAL BRANCH

Constitution and Title

601. An International Branch shall be constituted by the Executive Council and the Executive Council shall, from time to time, define its area. No International Branch of the Institute shall be formed unless there is a sufficient number of corporate members of the Institute i.e at least 20 living or working in the Branch area. The title of an International Branch shall be subject to the approval of the Executive Council.

Objectives

602. The objectives of the International Branch shall be to support and assist the Executive Council in every way in the attainment of the Institute's objectives.

Membership

603. Membership of an International Branch shall be open to members of the Institute who normally either reside or work within the area of any given International Branch. Members may register at and vote in one International Branch only. Non-corporate members shall not be entitled to voting rights. The management of the International Branch shall, normally, be conducted by corporate members.

Meetings

604. Annual General Meeting

The Annual General Meeting of an International Branch shall be held on a date, to be fixed by the committee, not later than 31 May each year. At this meeting the members will receive a report from the committee and a statement of accounts made up to the preceding 31st December, elect members of the committee and appoint a qualified auditor for the following year and transact any other general business.

Annual Report and Accounts

- (a) The statement of International Branch accounts duly audited and the report of the committee shall be available to members at the Annual General Meeting.

Election of International Branch Committee

- (b) Notice of the Annual General Meeting, together with the agenda and form of nomination of candidates for election to the international Branch committee, shall be sent to each international Branch member at least 21 days prior to the Annual General Meeting. Non corporate members shall receive Notice and agenda of the Annual General Meeting 21 days prior to the date of the Annual General Meeting Nominations of candidates duly proposed and seconded who give their consent to serve, if elected to the international Branch committee, shall be delivered to the international Branch honorary secretary in writing not

less than 7 days prior to the Annual General Meeting. Candidates, proposers and seconders shall all be corporate members registered at the international branch. The number of seats to be filled at a given election shall be determined by the Committee.

- (c) The voting for the election of members of the committee shall take place at the Annual General Meeting by secret ballot.

Two scrutineers shall be appointed from the body of the meeting to supervise the ballot and they will report the results to the Chairman.

Special and Extraordinary General Meetings

- (d) By resolution of the committee or upon the requisition of not less than 25% or more of the corporate members of the international Branch, the Honorary Secretary shall convene a Special General Meeting. The notice convening such Special General Meeting shall state the purpose for which it is called. If, within 21 days of the deposit of the requisition, the Honorary Secretary does not convene a meeting, the requisitionists, or not less than three of them, may convene a meeting on their own responsibility.

Ordinary General Meetings

- (e) The committee may convene an ordinary meeting of the branch at such times and places as it may decide.

Provisions concerning Quorum

605. General Meeting Quorum

- (a) The quorum in respect of Annual General Meetings and Special General Meetings shall be *six corporate members*

Committee Quorum

- (b) The quorum for international Branch committees shall be three, one of whom shall be an international Branch officer.

Convening the First Meeting of International Branch Committee after AGM

- 606. The first meeting of the committee following each Annual General Meeting shall be convened by the immediate past Chairman or one of the international Branch officers within 28 days of the Annual General Meeting. The immediate past Chairman will normally take the chair until the new Chairman is elected.

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Election of Officers

607. On approval of application to establish an international Branch the Executive Council shall nominate the Honorary Chairman and Honorary Secretary/Treasurer who shall conduct affairs of the international Branch until the first AGM.

International Branch officers shall remain in office until the election of new officers to be made at the first meeting of the newly-elected committee following the Annual General Meeting. At their first meeting after the Annual General Meeting, the Committee shall elect by secret ballot from amongst their number, a Chairman of the Committee, a Vice Chairman an Honorary Treasurer and an Honorary Secretary who shall be known as international Branch officers.

The Chairman and Vice Chairman may serve for a maximum of two years in one office.

An individual may hold the offices of Honorary Secretary and Honorary Treasurer simultaneously.

Voting Rights

608. At the Annual General Meeting and at any Special General Meetings of the international Branch, each corporate member shall have one vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.

Minutes

609. Minutes of the general meetings and of all meetings of international Branch committees shall be kept by the Secretary of the international Branch. The Minutes of the meeting shall be read and signed as a correct record at the next following meeting. The General Meeting Minutes shall be available to members for inspection in general meeting. Separate minute books shall be kept for the general meetings and meetings of the international Branch committees. Two copies of the minutes of the general meeting shall be forwarded for the attention of the Chief Executive of the Institute within fifteen days of the meeting.

Attendance Record

610. A record shall be taken of the names of those present at committee meetings.

International Branch Committee

611. (a) The management of the affairs of the international Branch shall be vested in the international Branch committee.
- (b) The international Branch committee shall consist of not less than *five members* nor more than *twelve members of the international* Branch who shall be elected by ballot at the Annual General Meeting of the international Branch. One third of the elected members of the committee shall retire (subject to 604(c)) but shall be

eligible for re-election at an Annual General Meeting when the vacancies created shall be filled. The retiring members shall be those who have been longest in office since their last election and amongst those of equal seniority, the choice, in default of agreement, shall be made by ballot.

- (a) The branch committee may co-opt students or graduates to represent the students in the international Branch. Such co-opted members may, however, be required to withdraw from the meeting for such items of business as may be determined by the committee.
- (b) Casual vacancies on the international Branch committee or among the officers or auditors may be filled by the international Branch committee. Any member so appointed shall hold office only until the next Annual General Meeting, when he shall forthwith retire and shall then be eligible for re-election (subject to 611 (b)).
- (c) The international Branch committee shall meet at least three times in every year. Notice of an international Branch committee meeting, together with the agenda, shall be delivered or posted to each committee member not less than seven clear days before the day appointed for such a meeting. If any member of the international Branch committee fails to attend at least one third of the meetings of the international Branch in any one year, their seat shall be declared vacant, unless their absence is due to sickness or if the branch committee, by specific resolution, otherwise determines.
- (d) The committee may co-opt additional members to ensure the membership of the committee, excluding the Chairman, includes a representative of each of the Institute's sections.
- (e) A schedule of payments made since the previous meeting shall be presented to each international Branch committee meeting for its approval.

Honorary Secretary

612. With the exception of the founder Honorary Secretary the elections of the Honorary Secretary shall be made by the committee in accordance with paragraph 607, and such officer thereafter shall be subject to the execution of these rules. The Honorary Secretary shall be responsible for the administration of the international Branch. The Honorary Secretary shall forward to the Chief Executive of the Institute by the due date a set of international Branch accounts in the form prescribed by the Executive Council and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary. The Honorary Secretary shall also hand over all books, documents, correspondence papers and assets of the international Branch to his successor or to the Chief Executive.

Honorary Treasurer

613. The Honorary Treasurer shall keep the accounts of the international Branch which shall be made up 31st December. Such accounts, in the form prescribed by the Executive

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Council , shall be audited and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary and shall be presented to the Annual General Meeting. A set, also signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary shall be delivered to the Honorary Secretary by the due date for onward transmission for the attention of the Chief Executive of the Institute.

Honorary Auditor

614. At each Annual General Meeting an Auditor shall be appointed by the members. The Auditor shall retire at each Annual General Meeting, but be eligible for re-appointment. No member of the committee shall be eligible for election as Auditor.

Finance

615. (a) The funds of the international Branch shall be banked in an account in the name of the branch at a bank to be determined by the Executive Council. All cheques shall be signed by two of the four officers of the international Branch.
- (b) Subject to Bye-Law 316(b) the Executive Council may make an annual grant towards the cost of international Branch administration which shall be determined from time to time.
- (c) An international Branch may either itself prepare and despatch circulars or may request Trinity Court to undertake this work the cost of such work to be determined at the time of application.
- (d) The financial year shall be from 1st January until 31st December.

Financial Liability

616. Neither the Institute nor the Executive Council shall be responsible for financial liabilities of the international Branch unless such liabilities shall have been incurred with the consent of the Executive Council and certified in writing by the Chief Executive of the Institute.

General Powers

617. (a) In no case, and under no circumstances, shall an international Branch officer or any officer or member of an international Branch have power to bind the Institute by contract or otherwise or to impose any liability thereon or to make or do any representation acts or things as agent for the Institute.
- (b) All members of any international Branch shall be bound by the regulations for the time being in force for the administration and management of international Branches.

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- (c) In the event a group is situated in a country requiring registration of voluntary not for profit organisations the branch committee will investigate the viability of the group given the cost of registration and report on such to the Executive Council for their consideration.

Dissolution

618. In the event of the winding-up of an international Branch, all minute books and account books, together with any monies which may remain after payment of all branch expenses shall, upon such winding-up, be forwarded to the Chief Executive of the Institute, who shall acknowledge receipt thereof to the Honorary Chairman of the international Branch. Such monies thereafter become part of the assets of the Institute as a whole.

Further Provisions

619. Any matters which do not fall within the scope of these Rules and Regulations should be brought to the attention of the Executive Council.

BYE-LAWS ON THE CONSTITUTION OF THE NOMINATIONS COMMITTEE

701 Membership

Members of the Committee shall be appointed by the Executive Council and shall consist of 5 members of whom one must be the Chairman of the Executive Council. The remaining four members of the Committee must be Fellows of the Institute who are not members of the Executive Council.

- (a) Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend as and when appropriate.
- (b) Appointments to the Committee shall in the first instance be for a two year period, which may be extended for one further two-year period provided that the majority of the Committee members remain independent.
- (c) Members of the Committee shall possess substantial current experience at a senior level of one of the major hospitality industry sectors in which the Institute is active. Some knowledge of the Institute's governance structure would also be desirable.
- (d) The Executive Council shall appoint the Committee Chairman who should be a past president or if the Executive Council feels fit, some other past Executive Council officer of the Institute but not an existing Executive Council member. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting save that the Chairman of the Executive Council shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Executive Council.

702 Secretary

- (a) The Chief Executive will designate support for the Committee

703 Quorum

- (a) The quorum necessary for the transaction of business shall be (3) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

704 Frequency of Meetings

- (a) The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

705 Notice of Meetings

- (a) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than (10) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

706 Minutes of Meetings

- (a) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- (b) Minutes of Committee meetings shall be circulated promptly to all members of the Committee, unless a conflict of interest exists.

707 Duties

- (a) The Committee shall:
 - (i) regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Executive Council compared to its current position having due regard to its geographical and functional representation and make recommendations to it with regard to any changes;
 - (ii) give full consideration to succession planning for members of the Executive Council in the course of its work, taking into account the challenges and opportunities facing the Institute, and what skills and expertise may therefore be needed on the Executive Council in future;
 - (iii) be responsible for identifying and nominating for approval by the Executive Council, candidates to fill the role of President;
 - (iv) be responsible for identifying and nominating for approval by the Executive Council, candidates to fill appointed member vacancies as and when they arise;

- (v) In identifying suitable candidates the Committee should:
 - (A) consider candidates from a wide range of backgrounds; and
 - (B) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - (C) keep under review the leadership needs of the Institute, with a view to ensuring its continued ability to compete effectively in the marketplace;
 - (vi) keep up to date and fully informed about strategic issues and commercial changes affecting the Institute and the market in which it operates;
 - (vii) review annually the performance evaluation process for Executive Council members; and
 - (viii) ensure that on appointment to the Executive Council, trustees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Executive Council meetings.
- (b) The Committee shall also make recommendations to the Executive Council concerning:
- (i) membership of the Audit Committee;
 - (ii) the re-appointment of any appointed trustee at the conclusion of their specified term of office;
 - (iii) the continuation (or not) in service of any trustee who has reached the age of 70.

708 Reporting Responsibilities

- (a) The Committee Chairman shall report formally in writing to the Executive Council on its proceedings after each meeting on all matters within its duties and responsibilities and make appropriate recommendations.
- (b) The Committee shall make a statement in the annual report about its activities, the process used to make appointments.

709 Other

- (a) The Committee shall, at least once a year, review its own performance,

710 Authority

- (a) The Committee is authorised to seek any information it requires in order to perform its duties through the Chief Executive.
- (b) The Committee is authorised to obtain, at the Institute's reasonable expense, subject to the agreement of the Executive Council outside legal or other professional advice on any matters within its terms of reference.